

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty Sixth Annual General Meeting of Edaran Berhad will be held on Thursday, 29 November 2018 at No. 2 Jalan 4/76C, Desa Pandan, 55100 Kuala Lumpur, at 10.00 a.m. to transact the following businesses:

**A. Ordinary Business**

1. To receive the Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2018 together with the Directors' and Auditors' Reports thereon. **Note a**
2. To re-elect the following Directors retiring under Article 101 of the Company's Articles of Association, and who, being eligible, offer themselves for re-election:
  - i. Datuk Mohd Shu'aib Ishak **Resolution 1**
  - ii. Encik Fazlan Azri Tajudin **Resolution 2**
3. To approve the payment of the Directors' fee for the financial year ended 30 June 2018. **Resolution 3**
4. To re-appoint Messrs. Jamal, Amin & Partners as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**

**B. Special Business**

5. Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016. **Note b**  
To consider and, if thought fit, to pass the following Ordinary Resolution, with or without modifications: **Resolution 5**

**"THAT** pursuant to Sections 75 and 76 of the Companies Act, 2016 full authority be and is hereby given to the Directors to issue shares in the capital of the Company from time to time at such price upon such terms and conditions 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 10% of the issued share capital of the Company for the time being, subject to the Companies Act, 2016, the Articles of Association of the Company and approval from Bursa Malaysia Securities Berhad and other relevant bodies where such approval is necessary **AND THAT** such authority shall continue in full force until the conclusion of the next annual general meeting of the Company."

6. Continue in Office as Independent Non-Executive Directors **Note c**  
To give an approval to the following Directors who have served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company:
  - i. Dato' Abdul Halim Abdullah **Resolution 6**
  - ii. Datuk Eman Mohd Haniff Emam Mohd Hussain **Resolution 7**
  - iii. Dato' Hj Abdul Hamid Mustapha **Resolution 8**
  - iv. Dato' Abdul Malek Ahmad Shazili **Resolution 9**

**C. Any Other Ordinary Business**

7. To transact any other ordinary business of which due notice has been given in accordance with the relevant authorities.

By Order of the Board

**Asbanizam Abu Bakar** (LS 06958)  
Company Secretary

Kuala Lumpur  
30 October 2018

**Explanatory Note****a. Explanatory Note on Item 1 of the Agenda**

- Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2018

The Audited Financial Statements in Agenda 1 is meant for discussion only as an approval from shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act, 2016. Hence, this Agenda is not put forward for voting.

**b. Explanatory Note on Item 5 of the Agenda**

- Resolution pursuant to Sections 75 and 76 of the Companies Act, 2016

Ordinary Resolution 5 (under item 5 above) is a renewal of the mandate obtained at the last Annual General Meeting which was not utilised during the financial year.

Ordinary Resolution 5, if passed, will give the Directors of the Company, from the date of this General Meeting, an authority to issue and allot ordinary shares from the unissued capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority will provide flexibility to the Company for any possible fund raising exercise including but not limited to placement of shares for the purpose of funding current and/or future investment project(s), working capital and/or acquisitions.

This authority will, unless earlier revoked or varied by the Company in a general meeting, expire at the next annual general meeting.

**c. Explanatory Note on Item 6 of the Agenda**

- Continue in Office as Independent Non-Executive Directors

Pursuant to the Malaysian Code on Corporate Governance 2017, the Board of Directors has assessed the independence of Dato' Abdul Halim Abdullah, Datuk Eman Mohd Haniff Emam Mohd Hussain, Dato' Hj Abdul Hamid Mustapha and Dato' Abdul Malek Ahmad Shazili who each has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- (i) each of them fulfills the criteria of an Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (ii) having been with the Company for more than 9 year, each of them is familiar with the Company's business operations;
- (iii) each of them has during his tenure as Independent Non-Executive Director of the Company, devoted sufficient time and attention to discharge his responsibilities as such; and
- (iv) each of them has exercised due care during their tenure as Independent Director of the Company and has carried out his duties in the interest of the Company and shareholders.

The proposed Resolutions 6, 7, 8 and 9, if passed, will enable Dato' Abdul Halim Abdullah, Datuk Eman Mohd Haniff Emam Mohd Hussain, Dato' Hj Abdul Hamid Mustapha and Dato' Abdul Malek Ahmad Shazili respectively to continue to act as Independent Non-Executive Directors of the Company.

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint any person or persons, whether a member or not, as his/her proxy or proxies to attend and vote in his/her stead without limitation. Where a member appoints two (2) or more proxies, the member shall specify the proportion of the member's shareholding to be represented by each proxy.
2. Only members registered in the Record of Depositors on or before 5.00 p.m. as at 22 November 2018 shall be eligible to attend the meeting or appoint a proxy to attend and/or vote on such depositor's behalf.
3. A corporation or a corporation sole or a statutory corporation may appoint any person as its representative.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing and if such appointer is a corporation, corporation sole or a statutory corporation; either under its common seal or the hand of its officers or attorney duly authorised and shall be deposited together with the power of attorney (if any) under which it is signed or an office copy or notarially certified copy thereof and shall be deposited at the Registered Office, 33-1 Jalan 2/76C, Desa Pandan, 55100 Kuala Lumpur not less than forty eight (48) hours before the time for holding this General Meeting or any adjournment thereof.
5. The signature of the instrument appointing the proxy executed outside Malaysia must be attested by a Solicitor, Notary Public, Consul or a Magistrate.