



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of A-Rank Berhad ("the Company") will be held at Ujong Pandang Room, Staffield Country Resort, Batu 13, Jalan Seremban-Kuala Lumpur (Country Road), 71700 Mantin, Negeri Sembilan Darul Khusus on Wednesday, 12 December 2018 at 10.00 a.m. for the following purposes:

- AGENDA**
- To receive the Audited Financial Statements for the financial year ended 31 July 2018 together with the Reports of the Directors and Auditors thereon. **[Please see Note 2]**
 - To approve the payment of a first and final single tier dividend of 3.25 sen per ordinary share in respect of the financial year ended 31 July 2018. **(Resolution 1)**
 - To approve the payment of Directors' fees of RM226,000 for the financial year ended 31 July 2018. **(Resolution 2)**
[Please see Note 3]
 - To approve the payment of Directors' benefits of up to RM51,000 for the period from 12 December 2018 until the next Annual General Meeting of the Company to be held in 2019. **(Resolution 3)**
[Please see Note 3]
 - To re-elect the following Directors who retire in accordance with Article 112 of the Articles of Association of the Company: **[Please see Note 4]**
 - Dr Leong Chik Weng **(Resolution 4)**
 - Mr Gan Choon Sun **(Resolution 5)**
 - To re-elect Ms Leow Vinzie, the Director who retires in accordance with Article 117 of the Company's Articles of Association. **(Resolution 6)**
[Please see Note 4]
 - To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
[Please see Note 5]
- AS SPECIAL BUSINESS**
- To consider and, if thought fit, to pass, with or without modifications, the following resolutions:
- Ordinary Resolutions**
Continuance in Office as Independent Directors **[Please see Note 6]**

"THAT approval be and is hereby given for Dato' Shahrir Bin Abdul Jalil who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."

"THAT approval be and is hereby given for Tuan Haji Ahmed Azhar Bin Abdullah who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."

"THAT, subject to the passing of Resolution 4, approval be and is hereby given for Dr Leong Chik Weng who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."

"THAT approval be and is hereby given for Mr Wong Tze Kai who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."
 - Ordinary Resolution**
Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016 **[Please see Note 7]**
(Resolution 12)

"THAT subject always to the Companies Act 2016 ("Act"), the Articles of Association of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act to 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 per centum (10%) of the total number of issued shares (excluding treasury 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 Securities 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."
 - Ordinary Resolution**
Proposed Bonus Issue of up to 51,452,800 new ordinary shares in A-Rank Berhad ("Company") ("Bonus Shares") on the basis of two (2) Bonus Shares for every five (5) existing ordinary shares in the Company held on an entitlement date to be determined later ("Entitlement Date") ("Proposed Bonus Issue") **[Please see Note 8]**
- "THAT subject to the approval-in-principle of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of up to 51,452,800 Bonus Shares to be issued hereunder, authority be and is hereby given to the Board of Directors of A-Rank ("Board") to allot and issue up to 51,452,800 Bonus Shares, to be credited as fully paid-up, on the basis of two (2) Bonus Shares for every five (5) existing ordinary shares held by shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the Entitlement Date ("Entitled Shareholders").
- THAT the Board be and is hereby empowered and authorised to allot and issue the Bonus Shares to the Entitled Shareholders on the basis of two (2) Bonus Shares for every five (5) existing ordinary shares held in the Company on the Entitlement Date, and to deal with any fractional entitlements in such manner as the Board may in its absolute discretion deem fit and expedient in the best interest of the Company.
- THAT the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respect with the then existing issued and paid-up shares, save and except that the Bonus Shares shall not be entitled to any dividend, right, allotment and/or other distribution which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of the allotment of the Bonus Shares.
- AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Bonus Issue with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or permitted by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give effect to the Proposed Bonus Issue."

11. Ordinary Resolution
Proposed Renewal of Shareholders' Mandate for the Company and/or its Subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature **[Please see Note 9]**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.2, Part B of the Circular to Shareholders dated 8 November 2018, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed RRPT Mandate").

THAT the Proposed RRPT Mandate shall only continue to be in full force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things including executing all such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed RRPT Mandate."

12. Ordinary Resolution
Proposed Diversification of the principal activities of A-Rank Berhad and its subsidiaries ("A-Rank Group") to include Property Development **[Please see Note 10]**

"THAT subject to the approvals being obtained from all relevant authorities and/or parties, where required, approval be and is hereby given to the Company and its subsidiaries ("Group") to diversify its principal activities to include property development ("Proposed Diversification").

AND THAT the Directors of the Company be and are hereby authorised to act for and on behalf of the Group to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Group with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manners they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification."

13. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

WONG WAI FOONG (MAICSA 7001358)
NG BEE LIAN (MAICSA 7041392)
YAP SIT LEE (MAICSA 7028098)
Company Secretaries

Kuala Lumpur
8 November 2018

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the Annual General Meeting to be held on 12 December 2018, the first and final single tier dividend of 3.25 sen per ordinary share in respect of the financial year ended 31 July 2018 will be paid on 27 December 2018 to Depositors whose names appear in the Record of Depositors on 17 December 2018.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- shares transferred into the depositor's securities account before 4.00 p.m. on 17 December 2018 in respect of transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

Notes:

1. APPOINTMENT OF PROXY

- A proxy need not be a member of the Company. There is no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak in the meeting.
- A member of the Company who is entitled to attend and vote at the meeting shall not appoint more than two (2) proxies to attend at the same meeting except where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 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.
- Where a member or the authorised nominee appoints two (2) proxies or 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.
- The instrument appointing a proxy shall be in writing under the hands of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation under its common seal, or the hand of its attorney duly authorised.
- The instrument appointing a proxy must be deposited at the registered office of the Company located at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
- Only members whose names appear in the Record of Depositors as at 30 November 2018 will be entitled to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on their behalf.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 JULY 2018

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. They do not require shareholders' approval and hence, will not be put forward for voting by shareholders of the Company.

3. PAYMENT OF DIRECTORS' FEES AND BENEFITS

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors shall be approved at a general meeting.

The proposed Resolutions 2 and 3 are to facilitate the payment of Directors' fees and benefits to the Directors.

The proposed Resolution 3 for the Directors' benefits (being meeting allowances) are calculated based on the current Board of Directors ("Board") size and the number of scheduled Board meetings for the period from 12 December 2018 up to 2019 Annual General Meeting of the Company. Each member of the Board of the Company will be paid meeting allowance of RM1,000 per Board meeting for their attendance.

In the event the proposed amount of Directors' benefits are insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for the shortfall.

4. RE-ELECTION OF DIRECTORS

Dr Leong Chik Weng, Mr Gan Choon Sun and Ms Leow Vinzie are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Annual General Meeting.

The Board has through the Nomination Committee, considered the assessment of the said Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") ("character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors).

The Board has also through the Nomination Committee conducted an assessment on Dr Leong Chik Weng's independence and is satisfied that he has complied with the criteria on independence as prescribed by the Listing Requirements of Bursa Securities.

5. RE-APPOINTMENT OF AUDITORS

The Board has through the Audit Committee, considered the re-appointment of Messrs BDO as Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table the re-appointment of Messrs BDO at the forthcoming Annual General Meeting, included an assessment of the BDO's independence and objectivity, caliber and quality process/performance.

EXPLANATORY NOTES TO SPECIAL BUSINESS

6. CONTINUATION IN OFFICE AS INDEPENDENT DIRECTORS

Pursuant to the Malaysian Code of Corporate Governance, it is recommended that approval of shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than nine (9) years.

Dato' Shahrir Bin Abdul Jalil, Tuan Haji Ahmed Azhar Bin Abdullah, Dr Leong Chik Weng were appointed to the Board on 11 March 2005 as Independent Directors and Mr Wong Tze Kai was appointed to the Board on 19 September 2008 as an Independent Director. They have therefore served on the Board for more than nine (9) years.

The Board has through the Nomination Committee, assessed the independence of Dato' Shahrir Bin Abdul Jalil, Tuan Haji Ahmed Azhar Bin Abdullah, Dr Leong Chik Weng and Mr Wong Tze Kai and recommended them to continue to act as Independent Directors of the Company based on the following justifications:

- they have fulfilled the criteria under the definition on Independent Director as stated in the Listing Requirements of Bursa Securities and, therefore, were able to bring independent and objective judgement to the Board;
- their experiences in the legal and/or financial matters, business and other relevant sectors enable them to provide the Board, as the case may be, with pertinent expertise, skills and competence;
- they have been with the Group for many years and therefore understand the Group's business operations which enable them to contribute actively and effectively during deliberations or discussions at Board meetings;
- their long tenure had neither impaired nor compromised their independent judgement. They are free from any benefit or other relationships which would interfere with their exercise of independent judgements;

- they provided effective check and balance in the proceeding of the Board and the Board Committees;
- they exhibited high commitment and devoted sufficient time which testifies to their dedication in discharging the responsibilities as Independent Directors of the Company; and
- they had met with the attendance requirements for Board Meetings pursuant to the Listing Requirements of Bursa Securities. During the financial year under review, they had each attended all the Board meetings held.

The proposed Resolutions 8, 9, 10 and 11, if passed, will enable Dato' Shahrir Bin Abdul Jalil, Tuan Haji Ahmed Azhar Bin Abdullah, Dr Leong Chik Weng and Mr Wong Tze Kai to continue to act as Independent Directors of the Company.

7. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The proposed Resolution 12 is the renewal of the mandate obtained from the members at the last Annual General Meeting. As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the previous Annual General Meeting held on 8 December 2017 as there were no requirements for such fund raising activities.

The proposed Resolution 12, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s) at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury 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.

8. PROPOSED BONUS ISSUE OF SHARES

The proposed Resolution 13, if passed, will allow the Board of the Company to allot and issue up to 51,452,800 Bonus Shares, to be credited as fully paid-up, on the basis of two (2) Bonus Shares for every five (5) existing ordinary shares in the Company held on an entitlement date to be determined later, subject to the approval-in-principle of Bursa Securities for the listing and quotation of up to 51,452,800 Bonus Shares.

Please refer to the Circular to Shareholders dated 8 November 2018 for further information.

9. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The proposed Resolution 14, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms which are not detrimental to the interest of the minority shareholders.

Please refer to the Circular to Shareholders dated 8 November 2018 for further information.

10. PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF A-RANK BERHAD AND ITS SUBSIDIARIES ("A-RANK GROUP") TO INCLUDE PROPERTY DEVELOPMENT

The proposed Resolution 15, if passed, will allow A-Rank Group to diversify its principal activities to include property development.

Please refer to the Circular to Shareholders dated 8 November 2018 for further information.