



**PROLEXUS BERHAD**  
(Company No.: 250857-T)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 26<sup>th</sup> Annual General Meeting ("AGM") of Prolexus Berhad will be held at the Conference Room of Honsin Apparel Sdn. Bhd., 531 2½ Miles, Jalan Kluang, 83000 Batu Pahat, Johor on Friday, 14 December 2018 at 10.00 a.m. for the following purposes:-

**AGENDA**

**Ordinary Business**

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| 1. To receive the Audited Financial Statements for the financial year ended 31 July 2018 together with the Reports of Directors and Auditors thereon.   | <b>Please refer to Note 7<br/>Resolution 1</b> |
| 2. To re-elect Mr. Lau Mong Fah, a Director who retires by rotation in accordance with Article 77 of the Company's Constitution and who, being eligible, offers himself for re-election.                  | <b>Resolution 2</b>                            |
| 3. To re-elect Mr. Chin Chew Mun, a Director who retires by rotation in accordance with Article 77 of the Company's Constitution and who, being eligible, offers himself for re-election.                 | <b>Resolution 3</b>                            |
| 4. To re-elect Pn. W Norma Binti W Daud, a Director who retires in accordance with Article 84 of the Company's Constitution and who, being eligible, offers herself for re-election.                      | <b>Resolution 4</b>                            |
| 5. To approve the payment of Directors' fees amounting to RM1,244,600 for the financial year ended 31 July 2018.  | <b>Resolution 5</b>                            |
| 6. To approve the payment of Directors' benefits payable to non-executive directors up to an amount not exceeding RM200,000.00 from 15 December 2018 until the conclusion of the next AGM of the Company. | <b>Please refer to Note 8<br/>Resolution 6</b> |
| 7. To approve the payment of a Single Tier Final Dividend of 0.5 sen per ordinary share for the financial year ended 31 July 2018.  | <b>Resolution 7</b>                            |
| 8. To re-appoint Messrs. Grant Thornton as auditors of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.           | <b>Resolution 7</b>                            |

**Special Business**

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

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| 9. <b>AUTHORITY TO ISSUE SHARES</b><br>"THAT, subject to the approvals of the regulatory authorities, the Board of Directors of the Company be hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, 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 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.<br>AND THAT any Executive Director and/or Secretary of the Company be hereby authorised to obtain the approval from Bursa Securities for the listing and quotation of the additional shares to be issued and to do all such acts and things necessary to give full effect to such transactions as authorised by this resolution."<br>AND THAT, such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company." | <b>Resolution 8</b> |
| 10. <b>PROPOSED CONTINUATION OF ENCIK KHADMUDIN BIN MOHAMED RAFIK IN OFFICE AS INDEPENDENT DIRECTOR</b><br>"THAT authority be and is hereby given to Encik Khadmudin Bin Mohamed Rafik who had served as an Independent Director of the Company for a cumulative term of more than 12 years to continue to act as an Independent Director of the Company and to hold office until the next AGM of the Company."   | <b>Resolution 9</b> |
| 11. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.   |                     |

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 26<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 6 December 2018. Only a depositor whose name appears on the Record of Depositors as at 6 December 2018 shall be entitled to attend the 26<sup>th</sup> AGM or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board,

**LEE PENG LOON (MACS 01258)**  
**P'NG CHIEW KEEM (MAICSA 7026443)**  
Company Secretaries

Penang  
Date: 15 November 2018

**NOTES ON APPOINTMENT OF PROXY**

- A proxy may but need not be a member of the Company.
- A member shall be entitled to appoint a maximum of two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- Where a member 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.
- For a proxy to be valid, the proxy form, duly completed, must be deposited at the registered office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than twenty-four (24) hours before the time appointed for the taking of the poll or at any adjournment thereof.
- In the case of corporate member, the proxy form must be executed under the corporation's Common Seal or under the hand of an officer or attorney duly authorised.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by poll. The approximate time appointed for the taking of the poll at the forthcoming AGM will be at 10.00 a.m.

**NOTES ON ORDINARY BUSINESS**

- The Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the shareholders' approval for the Audited Financial Statements. Hence, the Agenda 1 is not put forward for voting.
- The Resolution 5, if passed, will enable the Company to pay meeting allowance and other benefits to non-executive directors of the Company. The total amount of directors' benefits payable is estimated based on number of scheduled meetings of the Board and Board Committees as well as the number of non-executive directors involved in these meetings.

**NOTES ON SPECIAL BUSINESS**

- The Resolution 8, if passed, will enable the Directors to allot and issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider will be in the best interest 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 AGM.

The proposed renewal of general mandate for issuance of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares for the purpose of funding future investment, working capital and/or acquisition. As at the date of this notice, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.

- The Resolution 9 is to seek shareholders' approval through a two tier voting process and, if passed, will enable the Independent Director who had served more than 12 years to be retained and continue to act as Independent Director of the Company to fulfil the requirements of paragraph 15.02 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the practice 4.2 of the Malaysian Code of Corporate Governance. The details of justifications are set out in the Company's Annual Report for the financial year ended 31 July 2018.

**ANNUAL REPORT**

- The Annual Report for the financial year ended 31 July 2018 is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholder upon request within 4 market days from the date of receipt of the verbal or written request. A copy of the Annual Report can also be downloaded at [www.prolexus.com.my](http://www.prolexus.com.my)  
Shareholders who wish to receive the printed Annual Report and who require assistance in viewing the CD-ROM, kindly contact Ms. Veronica Sang at telephone no. 603-79540018 or email your request to [veronica.sang@prolexus.com.my](mailto:veronica.sang@prolexus.com.my)