

Notice Of Twenty Third Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty Third Annual General Meeting of the Company will be held at VIP Hotel, Batu 1, Jalan Buloh Kasap, 85000 Segamat, Johor on Friday, 26 April 2019 at 11.30 a.m. for the following purposes:-

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 November 2018 together with the Reports of the Directors and Auditors thereon. **Refer To Explanatory Note A**
- To approve the payment of Directors' fees and benefits amounting to RM1,701,974 for the financial year ended 30 November 2018. **Resolution 1**
- To approve the payment of Directors' benefits up to an amount of RM40,000 from 26 April 2019 until the next Annual General Meeting of the Company. **Resolution 2**
Refer To Explanatory Note B
- To re-elect the following Directors who are retiring in accordance with the Company's Articles of Association and being eligible, offered themselves for re-election:-
(a) Dato' Dr. Mohd Aminuddin bin Mohd Rouse – Article 80 **Resolution 3**
(b) Ms. Low Peak Yih – Article 80 **Resolution 4**
(c) Ms. Lee Xia Lien – Article 87 **Resolution 5**
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:-

- ORDINARY RESOLUTION**
CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT DIRECTOR **Resolution 7**
"THAT authority be and is hereby given to Mr. Tan Seng Kee to continue to serve as an Independent Director of the Company in accordance with the Malaysian Code on Corporate Governance."
- ORDINARY RESOLUTION**
CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT DIRECTOR **Resolution 8**
"THAT authority be and is hereby given to Dato' Theng Book to continue to serve as an Independent Director of the Company in accordance with the Malaysian Code on Corporate Governance."
- ORDINARY RESOLUTION**
CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT DIRECTOR **Resolution 9**
"THAT authority be and is hereby given to Ms. Low Peak Yih to continue to serve as an Independent Director of the Company in accordance with the Malaysian Code on Corporate Governance."

- ORDINARY RESOLUTION**
AUTHORITY TO ALLOT SHARES **Resolution 10**
"THAT pursuant to Sections 75(1) and 76(1) of the Companies Act, 2016 and subject to the approval of relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad **AND THAT** such authority conferred by this resolution shall commence upon passing this resolution until:

- the conclusion of the Annual General Meeting held next after the approval was given; or
- the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever occurs first."

- ORDINARY RESOLUTION**
PROPOSED RENEWAL OF AUTHORITY FOR AJIYA BERHAD ("AJIYA") TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES AT ANY POINT IN TIME ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY") **Resolution 11**
"THAT subject to the Companies Act, 2016 ("the Act"), the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements and the approvals of all relevant governmental and/or relevant authorities, where required, the Company be and is hereby authorised to purchase and/or hold such number of Ajija Shares under the Proposed Renewal of Share Buy-Back Authority ("Purchased Share(s)") upon such terms and conditions as the Board may deem fit in the interest of the Company provided that:-

- the aggregate number of Purchased Shares does not exceed 10% of the total number of issued shares of the Company at any point of time;
- the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate amount of the retained earnings of the Company;

THAT the Board be and is hereby authorised to deal with the shares purchased at their absolute discretion, either partially or fully, in the following manner:

- cancel all the shares so purchased;
- retain all the shares so purchased as treasury shares;
- retain part of the shares so purchased as treasury shares and cancel the remainder of the shares; or
- deal with the treasury shares in the manner as allowed by the Act from time to time.

AND THAT the authority conferred by this resolution shall commence upon passing this resolution until:-

- the conclusion of the next Annual General Meeting of the Company, at which time the said authority will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first.

THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things (including the maintaining of a central depositories account(s) under the Securities Industry (Central Depositories) Act, 1991 as may be required to give effect to and to complete the aforesaid Proposed Renewal of Share Buy-Back Authority 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 all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority."

- ORDINARY RESOLUTION**
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE") AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE") **Resolution 12**

"THAT approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties mentioned under Section 2.3 of the Circular to Shareholders dated 26 March 2019 which are necessary in the course of business of the Company and/or its subsidiaries for day-to-day operations and on normal commercial terms which are not more favorable to the related parties than those available to the public and not detrimental to the minority shareholders of the Company and such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company at which such Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate are passed, at which time will lapse, unless by ordinary resolution passed at the Annual General Meeting whereby the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016, ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever occurs first."

- SPECIAL RESOLUTION**
PROPOSED ALTERATION OR AMENDMENT OF CONSTITUTION OF AJIYA BERHAD **Resolution 13**

"THAT approval be and is hereby given to alter or amend the existing Constitution of the Company by replacing it entirely with a new Constitution of the Company as set out in Part C of the Circular to Shareholders dated 26 March 2019 with immediate effect **AND THAT** the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

- To transact any other business appropriate to an Annual General Meeting, due notice of which shall have been previously given in accordance with the Companies Act, 2016 and the Company's Articles of Association.

By Order of the Board

CHONG WUI KOON (I) MAICSA NO. 7012363
LEONG SIEW FOONG (I) MAICSA NO. 7007572
Company Secretaries

Johor Bahru
Dated: 26 March 2019

NOTES

- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to speak at the meeting.
- Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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 authorized nominee may appoint in respect of each omnibus account it holds. Where a member is an authorized nominee as defined under SICDA, it 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.
- A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and where the member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- The instrument appointing the proxy must be deposited at No 16, Jalan Impian Emas 4, Taman Impian Emas, 81300 Skudai, Johor, Malaysia not less than forty-eight hours before the time appointed for holding the Meeting and any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESSES:-

Resolutions No. 7, 8 & 9

Mr. Tan Seng Kee, Dato' Theng Book and Ms Low Peak Yih are Independent Directors of the Company who have served the Company for more than nine years.

In line with the Malaysian Code on Corporate Governance, the Nomination Committee has assessed their independence as defined in Bursa Securities Listing Requirements. The Board holds the view that their independence has never been compromised by their long relationship with the Board. Based on the justification as stated in the "Corporate Governance Overview Statement" on page 44 of this Annual Report, the Board recommends Mr. Tan Seng Kee, Dato' Theng Book and Ms. Low Peak Yih to continue their office as Independent Directors once they are re-elected or re-appointed according to their respective resolution put forth in the forthcoming Annual General Meeting.

Mr. Tan Seng Kee and Dato' Theng Book shall be subjected to two-tier voting in accordance with the Malaysian Code on Corporate Governance as they have served the Company for more than 12 years.

Resolution No. 10

The proposed resolution No. 10 if passed, is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. This is a renewal of a general mandate. The Company did not utilise the mandate granted in the preceding year's Annual General Meeting.

This authority will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting.

The authority will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limiting to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

Resolution No. 11

Resolution 11, if passed, will empower the Directors to purchase the Company's shares of up to 10% of the total number of issued shares of the Company at any point of time, by utilising the funds allocated which shall not exceed the total retained profits of the Company. The audited retained earnings of the Company stood at RM13,534,373 as at 30 November 2018. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting.

Please refer to Statement of Share Buy-Back dated 26 March 2019.

Resolution No. 12

The Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate under Resolution 12 is seeking for shareholders' approval at the forthcoming Annual General Meeting of the Company.

The Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate are to facilitate transactions in the normal course of business of the Company and its subsidiaries ("the Group") which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arm's length basis and on the Group's normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

By obtaining the shareholders' mandate on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

Further information on Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate are set out in the Circular to Shareholders of the Company which is dispatched together with the Annual Report of the Company for the financial year ended 30 November 2018.

Resolution No. 13

The Memorandum and Articles of Association of the Company shall have effect and enforceable under Companies Act 2016 pursuant to Section 619(3) of Companies Act 2016. The Company is proposing a new Constitution to replace its existing Memorandum & Articles of Association (deemed as Constitution by Companies Act 2016) in order to bring the Constitution in line with Companies Act 2016 and Bursa Securities Malaysia Berhad Listing Requirement besides to enhance administrative efficiency. The proposed new Constitution is set out in Part C of the Circular to Shareholders dated 26 March 2019 accompanying the Company's Annual Report for the financial year ended 30 November 2018, shall take effect once the Proposed Special Resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the forthcoming AGM.

EXPLANATORY NOTES ON SPECIAL BUSINESSES:-

Note A

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.

Note B

The benefits payable to the Directors comprises meeting allowances payable to all the Directors. The Board is of the view that it is just and equitable for the Directors to be paid the Directors' benefits as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company from 26 April 2019 until the next Annual General Meeting of the Company.