



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting ("11<sup>th</sup> AGM") of Sealink International Berhad ("the Company") will be held at the Meeting Room, 1<sup>st</sup> Floor, Admin Block, Sealink Engineering and Slipway Sdn Bhd, Lot 816, Block 1, Kuala Baram Land District, 98100 Kuala Baram Miri, Sarawak, on Tuesday, 21 May 2019 at 11:00 a.m. for the following purposes :

### AGENDA

#### AS ORDINARY BUSINESS

1. To receive the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2018 together with the Report of the Auditors thereon.
2. To approve the payment of Directors' Fees amounting to RM315,000.00 for the financial year ending 31 December 2019. (Resolution 1)
3. To re-elect Datuk Sebastian Ting Chiew Yew who shall retire in accordance with Article 89 of the Company's Articles of Association and, being eligible, has offered himself for re-election. (Resolution 2)
4. To re-elect Mr Eric Khoo Chuan Syn @ Khoo Chuan Syn who shall retire in accordance with Article 89 of the Company's Articles of Association and, being eligible, has offered himself for re-election. (Resolution 3)
5. To re-appoint Messrs. Ernst & Young as the Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration. (Resolution 4)

#### AS SPECIAL BUSINESS

To consider and, if thought fit, with or without modifications, to pass the following resolutions as Ordinary Resolutions and Special Resolution:

##### 6. Ordinary Resolutions

###### Continuation in office as Independent Non-Executive Directors pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017

- (i) "That approval be and is given to Mr Wong Chie Bin who has served as an Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company." (Resolution 5)
- (ii) "That approval be and is given to Mr Toh Kian Sing who has served as an Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company." (Resolution 6)

##### 7. Special Resolution

###### Proposed Alteration of the entire existing Memorandum And Articles of Association of the Company by the replacement thereof with a new Constitution of the Company (Resolution 7)

"THAT approval be and is hereby given to alter or amend the entire existing Memorandum And Articles of Association of the Company by the replacement thereof with a new Constitution of the Company as set out in Appendix A with immediate effect AND THAT the Board of Directors of the Company be and is hereby authorized to assent to any conditions, modifications and/or amendments as may be required by any 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."

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

By order of the Board,

**Yeo Puay Huang (f)**  
Company Secretary (LS 0000577)  
Dated : 22 April 2019

#### NOTES:

1. Only Depositors whose names appear in the General Meeting Record of Depositors as at 15 May 2019 be regarded as Members and shall be entitled to attend, speak and vote at the 11<sup>th</sup> AGM.
2. A Member entitled to attend, speak and vote at the 11<sup>th</sup> AGM may appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
3. Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney of the corporation duly authorized.
5. The instrument appointing a proxy must be deposited at the registered office of the Company at Lot 1035, Block 4, MCLD, Piasau Industrial Area, 98000 Miri, Sarawak, not less than 48 hours before the time set for this 11<sup>th</sup> AGM or any adjournment thereof.

#### Explanatory Notes to Ordinary and Special Business :

1. Item 1 of the 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 for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

##### 2. Ordinary Resolutions

###### Continuation in office as Independent Non-Executive Directors pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017

The proposed Resolutions 5 and 6 are to seek shareholders' approval to retain Mr Wong Chie Bin and Mr Toh Kian Sing as Independent Non-Executive Directors. They have served the Company as Independent Non-Executive Directors since May 2008 for more than nine (9) years. The Nominating Committee have assessed both of them and thereby recommended that they continue in office as Independent Non-Executive Directors of the Company based on the following justifications :

- They have fulfilled the criteria under the definition of Independent Directors as stated in the Main Market Listing Requirements of Bursa Securities;
- They have possessed vast commercial experience and knowledge that complements the Company's board composition, and continue to provide valuable insights and contributions to the Board; and
- They have participated in board discussions and they are able to bring independent and objective judgements to the Board.

##### 3. Special Resolution

###### Proposed Alteration of the entire existing Memorandum And Articles of Association of the Company by the replacement thereof with a new Constitution of the Company

The proposed Special Resolution, if passed, will bring the Company's Constitution in line with the Companies Act 2016 and the amended Main Market Listing Requirements of Bursa Securities as well as to enhance administrative efficiency.

The proposed new Constitution is set out in Appendix A which is circulated together with this Annual Report.