

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of the Company will be held at Kenanga Room, Royal Selangor Yacht Club, Jalan Shahbandar, 42000 Port Klang, Selangor Darul Ehsan on Wednesday, 15 May 2019 at 10.30 a.m., for the following purposes:-

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Directors' and Audit Reports thereon. **Please refer to Explanatory Note 1**
- To approve the following payments :-
 - Directors' fees and allowances totalling to RM199,000.00 in respect of the financial year ended 31 December 2018. **Ordinary Resolution 1**
 - Directors' fees and allowances to the Directors of up to RM300,000.00 from 1 January 2019 until the next Annual General Meeting. **Ordinary Resolution 2**
- To re-elect the following Directors who are retiring in accordance with Article 80 of the Company's Articles of Association:-
 - Mr. Ho Siew Choong **Ordinary Resolution 3**
Mr. Ravindran Markandu
 - Ordinary Resolution 4**
- To re-elect Mr. Chan Jee Peng who is retiring in accordance with Article 85 of the Company's Articles of Association. **Ordinary Resolution 5**
- To re-appoint Messrs. Grant Thornton Malaysia as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following Ordinary Resolution:-
 - Authority to Issue and Allot Shares Pursuant to Section 76 of the Companies Act 2016** **Ordinary Resolution 7**
"THAT subject always to the Companies Act 2016 ("Act"), Articles of Association of the Company, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 76 of the Companies Act 2016, to issue and allot shares in the Company at any 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 to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of issue AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad ("Bursa Securities") AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
Please refer to Explanatory Note 2
 - Authority for Mr. Ravindran Markandu to Continue in Office as Independent Non-Executive Director Ordinary Resolution 8**
"THAT pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, approval be and is hereby given for Mr. Ravindran Markandu who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to serve as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."
Please refer to Explanatory Note 3
 - Proposed Renewal of Shareholders' Mandate for Share Buy-Back** **Ordinary Resolution 9**
"THAT subject to the Companies Act 2016 ("Act"), the Company's Articles of Association, the ACE Market Listing Requirements of Bursa Securities ("AMLR") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to purchase and/or hold up to ten percent (10%) of the total number of issued shares of the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the best interest of the Company and an amount not exceeding the retained profits of the Company, be allocated by the Company for the Proposed Share Buy-Back."
Please refer to Explanatory Note 4
AND THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to cancel such shares or retain such shares as Treasury Shares or a combination of both. The Directors of the Company are further authorised to resell the Treasury Shares on Bursa Securities or distribute the Treasury Shares as dividends to the shareholders of the Company or subsequently cancel the Treasury Shares or any combination of the three.
AND FURTHER THAT the Directors of the Company be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:-
 - the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to the conditions; or
 - the expiration of the period within which the next Annual General Meeting is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting whichever occur first but not so as to prejudice to the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities.
 - Proposed Adoption of New Constitution of the Company ("Proposed Adoption of New Constitution") Special Resolution** **Special Resolution 10**
"THAT the existing Company's Constitution be deleted in its entirety and that the new Constitution as set out in the Circular to Shareholders dated 23 April 2019 be and is hereby adopted as the new Constitution of the Company."
AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as necessary and/or expedient in order to give full effect to the Proposed Adoption of New Constitution with full power to assent to any conditions, modifications, and/or amendments as may be required by any relevant authorities to give effect to the Proposed Adoption of New Constitution."
Please refer to Explanatory Note 5
- To transact any other business of the Company of which due notice shall be given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board

TEX CYCLE TECHNOLOGY (M) BERHAD

WONG YOUN KIM

Company Secretary

Kuala Lumpur

Dated this 23rd day of April, 2019

NOTES:

- A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
- A member shall be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.
- 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"), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.
- The duly completed Form of Proxy must be deposited at the registered office of the Company at HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- General Meeting Record of Depositors
For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Article 55(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 9 May 2019. Only a depositor whose name appears on the Record of Depositors as at 9 May 2019 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- Item 1 of the Agenda - Audited Financial Statement for the Financial Year Ended 31 December 2018
The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.
- Ordinary Resolution 7 - Authority to Issue and Allot Shares pursuant to Section 76 of the Companies Act 2016
The proposed Resolution 7 under item 6 above, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.
This general mandate is a renewal of the mandate that was approved by the Shareholders at the Fourteenth Annual General Meeting held on 16 May 2018. The renewal of this general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring cost and time. The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital and/or acquisitions. As at the date of this notice of meeting, no shares have been issued pursuant to the general mandate granted at the Fourteenth AGM of the Company.
- Ordinary Resolutions 8 - Authority for Mr. Ravindran Markandu to Continue in Office as Independent Non-Executive Directors of the Company Pursuant to the Malaysian Code on Corporate Governance ("MCCG")
Mr. Ravindran Markandu was appointed as an Independent Non-Executive Director of the Company on 1 March 2007 and has therefore served for more than twelve (12) years. However, he has met the independence criteria as set out in Chapter 1 of the AMLR. The Board based on the review and recommendation made by the Nomination Committee, therefore, considers him to be independent and recommends that he should continue to act as Independent Non-Executive Director, and pursuant to Practice 4.2 of the MCCG, the Board will seek the approval of the shareholders at the Fifteenth Annual General Meeting of the Company via two tier voting system. Further rationale for his retention as Independent Non-Executive Director can be found on Page 56 of this Annual Report.
- Ordinary Resolution 9 - Proposed Renewal of Shareholders' Mandate for Share Buy-Back
The proposed Resolution 9 under item 8 above is to seek the authority for the Company to purchase its own shares up to 10% of the total number of issued shares of the Company on Bursa Securities. For further information on the Proposed Renewal of Shareholders' Mandate for Share Buy-Back, please refer to the Statement to Shareholders which is included in the Company's 2018 Annual Report.
- Special Resolution - Proposed Adoption of New Constitution of the Company
The proposed Special Resolution, if passed, will align the Constitution of the Company with the Companies Act 2016 which came into force on 31 January 2017, the updated provision of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and the prevailing laws, guidelines or requirements of the relevant authorities, to render greater clarity and consistency throughout as well as to enhance administrative efficiency.
Further details relating to this proposed resolution are set out in the Circular to Shareholders dated 23 April 2019, which was circulated together with the Company's 2018 Annual Report.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

- The Directors who are seeking re-election and/or continuing in office as Independent Non-Executive Director at the Fourteenth Annual General Meeting of the Company are :-
 - Mr. Ho Siew Choong (Article 80)
 - Mr. Ravindran Markandu (Article 80 and Practice 4.2 of MCCG)
 - Mr. Chan Jee Peng (Article 85)The profiles of the above Directors who are seeking re-election and/or continuing in office as Independent Non-Executive Directors are set out in the Profile of Directors as disclosed on pages 3 and 4 of this Annual Report.
The details of the above Directors' interest in the securities of the Company are stated on page 158 of the Annual Report.