



**Notice Of Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the 22<sup>nd</sup> Annual General Meeting ("AGM") of the Company will be held at Merbah Room, Hotel Equatorial, No. 1, Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on **29 May 2019** at 2.30 p.m. for the following purposes: -

**ORDINARY BUSINESS**

1. To receive the Directors' Report and Audited Financial Statements for the year ended 31 December 2018.
2. To approve the payment of the first and final single tier dividend of 3.0 % per ordinary share in respect of the financial year ended 31 December 2018. **(Resolution 1)**
3. To re-elect the following Directors who retired in accordance with Clause 82 of the Constitution of the Company, and being eligible have offered themselves for re-election: - **(Resolution 2)**
  - (i) Mr. Ong Kim Nam **(Resolution 3)**
  - (ii) En Muttaqin Bin Othman **(Resolution 4)**
4. To approve payment of the Directors' Fees of up to RM110,000 per annum in respect of the financial year ending 31 December 2019. **(Resolution 4)**
5. To approve payment of benefits payable to Non-Executive Directors up to an amount of RM24,000 from 30 May 2019 until the next AGM of the Company. **(Resolution 5)**
6. To re-appoint Messrs Grant Thornton as Auditors to hold office until the conclusion of the next AGM 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, with or without modifications: -

7. **Authority to issue shares and allot share pursuant to Section 75 of the Companies Act 2016 ("the Act")**  
 "THAT, subject always to the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Constitution of the Company and approvals of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby empowered pursuant to Section 75 of the Act, to issue and allot shares in the capital of the Company, at any time upon such terms and conditions and for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed ten (10) per centum of the total issued share capital of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued and THAT such authority shall continue in force until the conclusion of the next AGM of the Company." **(Resolution 7)**

**8. Proposed Renewal of Share Buy-Back Authority**

"THAT, subject always to the provisions of the Act, rules, regulations and orders made pursuant to the Act, provisions of the Constitution of the Company, Bursa Securities' Main Market Listing Requirements and approvals of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised to utilise an amount not exceeding the Company's retained profits, to purchase such number of ordinary shares of the Company provided the ordinary shares so purchased shall [in aggregate with the treasury shares as defined under Section 127 of the Act ("Treasury Shares")] then still held by the Company] not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being AND THAT such authority shall commence upon the passing of this resolution until the conclusion of the next AGM of the Company unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting AND THAT the Directors may cancel the ordinary shares so purchased or to retain same as Treasury Shares and may distribute the Treasury Shares as share dividend or may resell the same in a manner they deem fit and expedient as prescribed by the Act and the applicable regulations and guidelines of Bursa Securities and any other relevant authorities for the time being in force AND THAT authority be and is hereby given to the Directors to take such steps as are necessary or expedient to implement, finalise and to give effect to the aforesaid transactions with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things and upon such terms and conditions as the Directors may in their discretion deem fit and expedient in the best interest of the Company in accordance with the Act, regulations and guidelines." **(Resolution 8)**

**9. Proposed Renewal Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"THAT, subject always to the provisions of the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries ("Eng Kah Group") to enter into any of the category of recurrent related party transactions of a revenue or trading nature as set out in Paragraph 2.4 of the Circular/Statement to Shareholders dated 30 April 2019 with the specific related parties mentioned therein which are necessary for Eng Kah Group's day-to-day operations on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company; THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until: -

- (a) the conclusion of the next AGM of the Company following the AGM, at which time the Proposed Mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act); or
- (c) revoked or varied by resolution passed by shareholders in general meeting;

whichever is earlier.

THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions contemplated and/or authorised by this Ordinary Resolution." **(Resolution 9)**

To consider and if thought fit, to pass the following as a **Special Resolution** with or without modifications: -

**10. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

- "THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out the Circular to Shareholders dated 30 April 2019 be and is hereby adopted as the Company's Constitution 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 any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effects to the foregoing." **(Resolution 10)**
11. To transact any other ordinary business for which due notice has been given.

Further notice is also hereby given that for purpose of determining a member who shall be entitled to attend this 22<sup>nd</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 21 May 2019. Only a depositor whose name appears on the Record of Depositors as at 21 May 2019 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

**Notice Of Dividend Entitlement And Payment**

**NOTICE IS ALSO HEREBY GIVEN** that subject to the shareholders' approval for the payment of first and final single-tier Final Dividend of 3.0% per ordinary share in respect of the financial year ended 31 December 2018 ("Dividend"), under Resolution 1 at the 22<sup>nd</sup> AGM of the Company, the Dividend will be paid on 16 August 2019. The entitlement date for the Dividend shall be 31 July 2019.

Shareholders of the Company will only be entitled to the Dividend in respect of:-

- (a) securities transferred into the Depositor's Securities Account before 4.00 p.m. on 31 July 2019 for transfers; and
- (b) securities bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

Ch'ng Lay Hoon  
 MAICSA 0818580  
 Company Secretary  
 Penang  
 30 April 2019

**NOTES:**

- i) A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint a proxy to attend and vote in his place.
- ii) Where a member appoints more than one (1) proxy [but not more than two (2)], the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- iv) Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
- v) All forms of proxy must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.

**Explanatory Note On Special Business**

**i) Authority to Issue Shares (Resolution 7)**

The proposed resolution is in relation to authority to allot shares pursuant to Section 75 of the Act, and if passed, will give a renewed mandate to the Directors of the Company, from the date of above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten per centum (10%) of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company ("General Mandate"). This General Mandate, unless revoked or varied at a general meeting of the Company, will expire at the conclusion of the next AGM of the Company or the period within which the next AGM of the Company is required by law to be held whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at the 21<sup>st</sup> AGM held on 6 June 2018 and which will lapse at the conclusion of the 22<sup>nd</sup> AGM.

At this juncture, there is no decision to issue new shares. However, should the need arise to issue new shares the General Mandate would avoid any delay and costs in convening a general meeting of the Company to specifically approve such issue of share. If there should be a decision to issue new shares after the General Mandate is obtained, the Company would make an announcement in respect of the purpose and utilization of the proceeds arising from such issue.

**ii) Proposed Renewal of Share Buy-Back (Resolution 8)**

The proposed resolution, if passed, will provide the mandate for the Company to buy back its own shares up to a limit 10% of the total issued and paid-up share capital of the Company. The explanatory notes on Resolution 8 are set out in Circular/Statement dated 30 April 2019 accompanying the Annual Report.

**iii) Proposed Renewal for Recurrent Related Party Transaction (Resolution 9)**

The proposed resolutions, if approved, will enable Eng Kah's Group to enter into recurrent related party transactions of a revenue or trading nature with related parties in accordance with paragraph 10.09 of Bursa Securities' Main Market Listing Requirements. The explanatory notes on Resolutions 9 are set out in the Circular/Statement to Shareholders dated 30 April 2019 accompanying the Annual Report.

**iv) Proposed Adoption of New Constitution of the Company (Resolution 10)**

The proposed adoption of new Constitution of the Company are mainly for the following purposes: -

- (a) To provide clarity and consistency with the amendments that arise from the Act effective 31 January 2017; and
- (b) To ensure compliance with the amended Bursa Securities' Main Market Listing Requirements which was issued on 29 November 2017.

In view of the substantial amount of proposed amendments to the Constitution, the Board proposed that the existing Constitution be revoked in its entirety by the replacement thereof with the Proposed New Constitution as set out in Appendix II of the Circular/Statement to Shareholders dated 30 April 2019. Thus, the shareholders' approval is sought by the Company to revoke the existing Constitution by the replacement thereof with the proposed new Constitution as per Appendix II of the Circular/Statement to Shareholders dated 30 April 2019 in accordance with Section 36(1) of the Act. The Appendix II on the Proposed New Constitution of the Company, which is circulated together with the Notice of 22<sup>nd</sup> AGM dated 30 April 2019, shall take effect once the proposed Special Resolution 11 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 proxy at the Twenty-Second AGM.