



**KERJAYA PROSPEK GROUP BERHAD (122592-U)**  
(Incorporated in Malaysia)

**NOTICE TO SHAREHOLDERS**

**NOTICE OF THIRTY-FIFTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Thirty-Fifth Annual General Meeting of the Company will be held at Tiara Rini Ballroom, First Floor, The Royale Chulan Damansara, 2 Jalan PJU 7/3, Mutiara Damansara, 47180 Petaling Jaya, Selangor on Thursday, 30 May 2019 at 11.00 a.m. to transact the following businesses:-

**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of Directors and Auditors thereon.
2. To approve a single-tier final dividend of 2 sen per ordinary share for the financial year ended 31 December 2018. *Ordinary Resolution 1*
3. To approve the payment of Directors' fees of RM208,480 in respect of the financial year ended 31 December 2018. *Ordinary Resolution 2*
4. To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM50,000 from 31 May 2019 until the next annual general meeting of the Company. *Ordinary Resolution 3*
5. To re-elect Lim Kien Lai @ Lim Kean Lai, who retire by rotation pursuant to Article 90(1) of the Company's Constitution. *Ordinary Resolution 4*
6. To re-elect Datuk Mohamed Razeek bin Md Hussain Maricar, who was appointed as Director after last year's annual general meeting and retire pursuant to Article 83 of the Company's Constitution. *Ordinary Resolution 5*
7. To appoint Messrs Ong & Wong as Auditors of the Company and authorise the Directors to determine their remuneration. *Ordinary Resolution 6*
8. To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-
  - (A) **PROPOSED RETENTION OF KHOO SIONG KEE AS INDEPENDENT DIRECTOR**  
  
"THAT Khoo Siong Kee be and is hereby retained as Independent Non-Executive Director of the Company and he shall continue to act as an independent director notwithstanding that he has been on the Board of the Company for a cumulative term of more than nine (9) years." *Ordinary Resolution 7*

**(B) AUTHORITY TO ALLOT SHARES**

“THAT subject always to the Companies Act 2016 (“Act”) and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to the Act, to allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 for the time being.”

*Ordinary Resolution 8*

**(C) PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

“THAT subject always to the Companies Act 2016 (“Act”), provisions of the Company’s Constitution and the requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant approvals, the Directors of the Company be and are hereby authorised to purchase the Company’s ordinary shares (“Shares”) through Bursa Securities, subject to the following:-

*Ordinary Resolution 9*

- (a) The maximum number of Shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued Shares of the Company at any point in time;
- (b) The maximum fund to be allocated by the Company for the purpose of purchasing its Shares shall not exceed the retained profits of the Company;
- (c) The authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:-
  - (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed; or
  - (ii) 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 extensions as may be allowed pursuant to Section 340(4) of the Act); or
  - (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders in general meeting;whichever occurs first;
- (d) Upon completion of the purchase(s) of the Shares by the Company, the Shares shall be dealt with in the following manner as the Directors of the Company may decide:-
  - (i) cancel the Shares so purchased; or
  - (ii) retain the Shares so purchased as treasury shares; or

- (iii) retain part of the Shares so purchased as treasury shares and/or cancel the remainder of the Shares/ treasury shares; or
- (iv) distribute the treasury shares as dividends to shareholders; or
- (v) resell the treasury shares or any of the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; or
- (vi) transfer the treasury shares or any of the treasury shares for the purposes of or under an employees' share scheme; or
- (vii) transfer the treasury shares or any of the treasury shares as purchase consideration; or
- (viii) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe.

THAT the Directors of the Company be and are hereby authorised to take all such steps and enter into all agreements, arrangements and guarantees with any party or parties as are necessary to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares."

**(D) PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT, subject to the Companies Act 2016 ("**Act**"), the Constitution of the Company and the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries ("**Kerjaya Group**") to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group ("**Related Parties**") as specified in Section 2.2.2 of Part B of the Circular to Shareholders dated 30 April 2019 in relation to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("**Recurrent RPTs**") provided that such transactions are:-

*Ordinary Resolution 10*

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders,

**(“RRPT Mandate”).**

AND THAT such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority 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) the authority is revoked or varied by ordinary resolution passed by the shareholders in general meeting; or

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate.”

9. To transact any other business of which due notice shall have been received.

#### **NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN THAT a single-tier final dividend of 2 sen per ordinary share for the financial year ended 31 December 2018, if approved by shareholders, will be paid on 3 July 2019 to shareholders whose names appear in the Record of Depositors of the Company at the close of business on 12 June 2019.

A Depositor shall qualify for entitlement only in respect of:-

- (i) shares transferred to the Depositor’s Securities Account before 4.00 p.m. on 12 June 2019 in respect of transfers; and
- (ii) shares bought on Bursa Malaysia Securities Berhad on a cum-entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

**SEOW FEI SAN**  
**MOK MEE KEE**  
Secretaries

Petaling Jaya  
30 April 2019

## **Notes to the Notice of Thirty-Fifth Annual General Meeting (“35<sup>th</sup> AGM”):-**

### **1. Proxy**

- 1.1 For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming 35<sup>th</sup> AGM, the Company shall be requesting the Record of Depositors as at 23 May 2019. Only depositors whose names appear in the Record of Depositors as at 23 May 2019 shall be regarded as members and entitled to attend, speak and vote at the meeting.
- 1.2 A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and there is no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
- 1.3 A member may appoint not more than two (2) proxies to attend the meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- 1.4 Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least 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.
- 1.5 Where a member of the Company 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.
- 1.6 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 such appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised or in some other manner approved by Directors).
- 1.7 The instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or certified copy must be deposited at the Registered Office of the Company at 802, 8<sup>th</sup> Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty eight (48) hours before the time for holding the meeting or any adjournment thereof.

### **2. Audited Financial Statements for the financial year ended 31 December 2018**

The audited financial statements are laid before the members pursuant Section 340(1) of the Companies Act 2016 (“Act”). The members’ approval on the audited financial statements is not required and the same is for discussion only hence, the matter will not be put for voting.

### **3. Ordinary Resolutions 2 and 3: Directors’ fees and benefits payable to the Non-Executive Directors**

Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders’ approval shall be sought at the 35<sup>th</sup> AGM on the Directors’ fees and benefits in two (2) separate resolutions as below:-

- Ordinary Resolution 2 on payment of Directors’ fees to the Non-Executive Directors in respect of the financial year ended 31 December 2018; and
- Ordinary Resolution 3 on payment of Directors’ benefits (excluding Directors’ fees) to the Non-Executive Directors from 31 May 2019 until the next AGM.

The Directors’ benefits payable to the Directors are essentially the meeting allowance for attendance of Board/Board Committee meetings. The Directors’ benefits from 31 May 2019 until the conclusion of the next AGM is estimated not to exceed RM50,000. The Board will seek shareholders’ approval at the next AGM in the event the amount of the Directors’ benefits is insufficient due to an increase in Board/Board Committee meetings and/or increase in Board size.

Details of the Directors’ fees payable to the Non-Executive Directors for the financial year ended 31 December 2018 are disclosed in the Corporate Governance Overview Statement as contained in 2018 Annual Report.

#### **4. Ordinary Resolutions 4 and 5: Re-election of Directors**

##### Re-election of Directors who retire in accordance with Article 90(1) of the Company's Constitution

Article 90(1) of the Company's Constitution provides that at the annual general meeting in every year, one-third of the Directors of the Company for the time being, or if the number is not a multiple of three, then the number nearest to one-third shall retire from office so that all Directors shall retire from office once at least in each three (3) years. A retiring Director shall retain office until the close of the meeting at which he retires. Also, a retiring Director shall be eligible for re-election pursuant to Article 91 of the Constitution.

At the forthcoming 35<sup>th</sup> AGM, 2 Directors will be retiring in accordance with Article 90(1) of the Company's Constitution. They are Professor Datuk Dr. Nik Mohd Zain bin Nik Yusof ("**Prof Datuk Nik**") and Mr. Lim Kien Lai @ Lim Kean Lai ("**Mr. Peter Lim**"). Mr. Peter Lim, being eligible for re-election has given his consent for re-election at the 35<sup>th</sup> AGM whilst Prof Datuk Nik has expressed his decision to retire at close of the 35<sup>th</sup> AGM. In view thereof, Prof Datuk Nik will retire from office upon the close of the 35<sup>th</sup> AGM of the Company.

##### Re-election of Directors who retire in accordance with Article 83 of the Company's Constitution

Article 83 of the Company's Constitution provides that the Directors shall have power from time to time and at any time to appoint additional Directors either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by or pursuant to this Constitution. A Director so appointed shall hold office only until the conclusion of the next annual general meeting, but shall be eligible for re-election (but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting).

Pursuant to the said Article 83, Datuk Mohamed Razeek bin Md Hussain Maricar who was appointed as Director of the Company on 1 June 2018 (after last year's annual general meeting) will retire at the 35<sup>th</sup> AGM of the Company. Datuk Mohamed Razeek bin Md Hussain Maricar has given his consent for re-election at the forthcoming AGM.

#### **5. Ordinary Resolution 7: Proposed Retention of Independent Non-Executive Director**

The proposed Ordinary Resolution 7 is proposed pursuant to Article 90(2) of the Company's Constitution and if passed, will allow Mr. Khoo Siong Kee ("**Mr. Khoo**") to be retained and continue to act as Independent Non-Executive Director of the Company.

Mr. Khoo was appointed to the Board as Independent Director on 25 April 2011. As at the date of printing of this Annual Report, Mr. Khoo has served on the Board for a period of 8 years and his term of full 9 years falls on 25 April 2020. The Board wishes to retain Mr. Khoo as Independent Director after 25 April 2020 and is therefore seeking members' approval at the forthcoming 35<sup>th</sup> AGM to retain him as Independent Director (in view that the next AGM is expected to be held in May/June 2020). Subject to the members' approval being obtained at the 35<sup>th</sup> AGM, Mr. Khoo will not be redesignated as Non-Independent Non-Executive Director of the Company on 25 April 2020 and will be subject to annual re-appointment by members at annual general meeting.

Full details of the Board's justifications for the retention of Mr. Khoo as Independent Director is set out in the Corporate Governance Overview Statement as contained in 2018 Annual Report.

#### **6. Ordinary Resolution 8: Authority to Allot Shares**

The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to allot not more than 10% of the total number of issued shares of the Company subject to approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. This authorisation will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting of the Company.

As at the date of printing of this Annual Report, no new shares in the Company were issued pursuant to the authority granted to the Directors at the last Annual General Meeting held on 28 May 2018 and which will lapse at the conclusion of the 35<sup>th</sup> AGM.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, repayment of bank borrowing and/or acquisitions.

**7. Ordinary Resolution 9: Proposed Renewal of Share Buy-back Authority**

*The proposed Ordinary Resolution No. 9, if passed, will empower the Directors of the Company to purchase the Company's ordinary shares of up to ten percent (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained earnings of the Company. Further information on the proposed renewal of share buy-back authority is set out in the Circular to Shareholders dated 30 April 2019, which is despatched together with the Notice of Annual General Meeting.*

**8. Ordinary Resolution 10: Proposed of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

*The proposed Ordinary Resolution 10, if passed, will enable the Company and/or its Subsidiaries to enter into recurrent transactions involving the interests of Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. Further information on the proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature is set out in the Circular to Shareholders dated 30 April 2019, which is despatched together with the Notice of Annual General Meeting.*