



BCM ALLIANCE BERHAD (1135238-U)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fourth ("4<sup>th</sup>") Annual General Meeting ("AGM") of BCM Alliance Berhad ("BCM" or the "Group") will be held at Langkawi Room, 1st Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 26 June 2019 at 10.00 am to transact the following businesses:-

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
- To approve the payment of a final single-tier dividend of 0.2 sen per ordinary share for the financial year ended 31 December 2018. **Ordinary Resolution 1**
- To approve the payment of Directors' fees and other benefits of up to RM260,000 to be divided amongst the Directors in such manner as the Directors may determine for the period from 27 June 2019 until the conclusion of the next AGM of the Company. **Ordinary Resolution 2**
- To re-elect the following Directors who retire by rotation in accordance with Clause 105(1) of the Company's Constitution and being eligible offer, themselves for re-election:
  - Datuk Chin Goo Chai **Ordinary Resolution 3**
  - Datin Latiffah Binti Endot **Ordinary Resolution 4**
  - Ng Kok Wah **Ordinary Resolution 5**
- To re-appoint Messrs. UHY as Auditors of the Company until the conclusion of the next AGM and to authorise Directors to fix their remuneration. **Ordinary Resolution 6**

### SPECIAL BUSINESSES :-

To consider and, if thought fit, pass with or without modifications the following resolution: -

- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 7**

"THAT, subject always to the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered by the shareholders pursuant to Sections 75 and Section 76 of the Companies Act 2016 to issue new ordinary shares in the Company from time to time at such price, upon such terms and conditions, provided that the aggregate number of the new ordinary shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being **AND THAT** the Directors be and are empowered to obtain the approval from the Bursa Malaysia Securities Berhad ("Bursa Securities") for listing of and quotation for the additional new ordinary shares to be issued **AND THAT** such authority shall continue in force until the conclusion of the next AGM of the Company."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS HEREBY GIVEN THAT** subject to the approval of the shareholders at 4<sup>th</sup> AGM, a final single-tier dividend of 0.2 sen per ordinary share for the financial year ended 31 December 2018, if approved, will be paid on 12 July 2019 to holders of ordinary share registered in the Record of Depositors of the Company at the close of business on 28 June 2019.

A depositor shall qualify for entitlement to the dividend only in respect of :-

- Securities transferred into Depositor's Securities Account before 4.00 p.m. on 28 June 2019 in respect of transfers; and
- Securities bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board,

**Tan Tong Lang (MAICSA 7045482)**  
**Thien Lee Mee (LS0009760)**  
Company Secretaries

Kuala Lumpur  
30 April 2019

### Notes

- A member of the Company entitled to attend and vote at the general meeting is entitled to appoint up to two proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- Where a member appoints not more than two (2) proxies, the appointment of such proxies shall not be valid unless the member specifies the proportion of his/her shareholding to be represented by each such proxy.
- Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of the subsection 25A (1) of the Central Depositories Act 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.
- The instrument appointing a proxy shall be in writing under the hand of the depositor or his/her attorney duly authorised in writing or, if such appointor is a corporation, under its common seal or signed by the attorney so authorised.
- The Form of Proxy must be deposited at Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8, Jalan Kerinchi, 59200 Kuala Lumpur, or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend the 4<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. pursuant to Clause 69 of the Company's Constitution to issue a General Meeting Record of Depositors as at 19 June 2019. Only members whose name appear on the Record of Depositors as at 19 June 2019 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of 4<sup>th</sup> AGM will be put to vote by way of poll.

### EXPLANATORY NOTES

- Audited Financial Statements for the Financial Year Ended 31 December 2018**

This Agenda item 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. As such, this item is not put forward for voting.
- Ordinary Resolution 7: Authority to Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016**

Ordinary Resolution 7, if passed, is a renewal of the general mandate empowering the Directors of the Company pursuant to Sections 75 & Section 76 of the Companies Act 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the general mandate does not exceed 10% of the issued share capital of the Company for the time being. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions at any time, without convening a general meeting as it would be both costs and time consuming to organize a general meeting

As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the 3<sup>rd</sup> AGM held on 30 May 2018 and which will lapse at the conclusion of the 4<sup>th</sup> AGM to be held on 26 June 2019.