

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting ("15th AGM") of ABM Fujiya Berhad ("the Company") will be held at the Conference Room, Lot 859, Section 66, Lorong Pangkalan, Off Jalan Pangkalan, Pending Industrial Estate, 93450 Kuching, Sarawak, on Thursday, 30 May 2019 at 11:00 a.m. for the transaction of the following purposes:

AGENDA**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' Fees and Directors' other benefits up to RM150,000.00 for the financial year ending 31 December 2019. (Resolution 1)
3. To re-elect the following Directors who retire by rotation in accordance with Article 86 of the Company's Articles of Association and who being eligible offer themselves for re-election: (Resolution 2)
(a) Dato Sri Tay Ah Ching @ Tay Chin Kin (Resolution 3)
(b) Puan Sri Corinne Bua Nyipa
4. To re-appoint Messrs KPMG PLT as 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, to pass the following ordinary resolutions:-

5. **Continuation in office as Independent Non-Executive Directors pursuant to Practice 4.2 of the Malaysia Code on Corporate Governance 2017** (Resolution 5)
 - (i) "That approval be and is given to Miss Wong Siaw Wei 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)
 - (ii) "That subject to the passing of Resolution 3, approval be and is given to Puan Sri Corinne Bua Nyipa 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 7)

6. **Authority to Issue Shares Pursuant to Sections 75 and 76 of The Companies Act 2016 ("the Act")** (Resolution 7)

"THAT the Directors of the Company be and are hereby empowered pursuant to the Act, to issue and allot shares in the Company, at any time to such persons 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 does not exceed ten (10) percent of the issued and paid up share capital of the Company for the time being; AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.

To consider and, if thought fit, to pass the following Special Resolution:-

7. **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 8)

"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 authorised 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 business of which due notice shall have been given.

By order of the Board,

Yeo Puay Huang (LS0000577)

Company Secretary
Kuching, Sarawak
30 April 2019

NOTES TO THE NOTICE OF THE 15th AGM**1.0 Proxy**

1.1 In respect of deposited securities, only members whose names appear on the Record of Depositors as at 23 May 2019 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the AGM.

1.2 Where a member is an authorised nominee (AN) as defined under the Securities Industry (Central Depositories) Act, 1991 (SICDA), the AN may appoint proxy(ies) in respect of each securities account it holds which is credited with ordinary shares of the Company; and where a member is an exempt authorised nominee (EAN) as defined under SICDA which holds ordinary shares in the Company for multiple owners in one securities account (omnibus account), the EAN can appoint proxy(ies) in respect of each omnibus account it holds.

1.3 Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.

1.4 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 appointer is a corporation under its common seal or in such other manner approved by its directors.

1.5 The instrument appointing a proxy must be deposited at the registered office at Lot 2224, Section 66, Lorong Pangkalan, Off Jalan Pangkalan, Pending Industrial Estate, 93450 Kuching, Sarawak, not less than 48 hours before the time appointed for holding the AGM or at any adjournment thereof.

1.6 Pursuant to Paragraph 8.29A of Bursa Malaysia Berhad Main Market Listing Requirements, all resolutions set out in the Notice of 15th AGM will be put to vote on a poll.

2.0 Audited Financial Statements for the financial year ended 31 December 2018

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put forward for voting.

3.0 Directors' Fees and benefits payable to Directors

Pursuant to Section 230(1) of the Companies Act 2016, shareholders' approval shall be sought at the 15th AGM on the payment of Directors' fees and Directors' other benefits up to RM150,000 for the financial year ending 31 December 2019.

4.0 Re-election of directors

Article 86 of the Company's Articles of Association provides that one third of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. All the Directors shall retire from office at least in each three (3) years, but shall be eligible for re-election. The profile of the directors who are standing for re-election, namely Dato Sri Tay Ah Ching @ Tay Chin Kin and Puan Sri Corinne Bua Nyipa as per Agenda 3 of the Notice of 15th AGM are stated on pages 10 to 11 of the Annual Report 2018.

5.0 Re-appointment of Messrs KPMG PLT as Auditors

The Board at its meeting held on 8 April 2019 recommended the re-appointment of Messrs KPMG PLT as External Auditors of the Company for the financial year ending 31 December 2019 for the approval of the shareholders. KPMG PLT has met the criteria prescribed in Paragraph 15.21 of the Main Market Listing Requirements of Bursa Securities Berhad.

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

The proposed Resolutions 5 and 6 are to seek shareholders' approval to retain Miss Wong Siaw Wei and Puan Sri Corinne Bua Nyipa as Independent Non-Executive Directors. They have served the Company as Independent Non-Executive Directors for more than nine 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 possess vast commercial experience and knowledge that complement the Company's Board composition, and continue to provide valuable insights and contributions to the Board; and
- They have participated in board discussion and they are able to bring independent and objective judgements to the Board.

7.0 Authority to issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The Proposed Ordinary Resolution 7, if passed, will give a renewal mandate to the Directors of the Company the authority to allot and issue new ordinary 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 may in their discretion deem expedient in the best interest of the Company, subject to compliance with the relevant regulatory requirements. This renewed mandate, unless earlier revoked or varied by the shareholders of the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The authority to issue shares pursuant to the Companies Act 2016 will provide flexibility and expediency to the Company for any possible fund raising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or for working capital requirements which the Directors of the Company consider to be in the best interest of the Company. The approval is sought to avoid any delay and cost in convening a general meeting to approve such issuance of shares.

The Company had been granted a mandate by its shareholders at the Fourteenth Annual General Meeting of the Company held on 23 May 2018 ("Previous Mandate"). As at the date of this Notice, no new shares were issued pursuant to the Previous Mandate and hence, no proceeds were raised therefrom.

8.0 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.