



AYS VENTURES BERHAD (925171-T)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting of the Company will be held at Function Room 1, Mezzanine Floor, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG U13/AG, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor on Tuesday, 23 July 2019 at 9.30 a.m. to transact the following business:

AGENDA

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 31 March 2019 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of a final single tier dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 March 2019. Resolution 1
3. To re-elect the following Directors who are retiring in accordance with Article 101 of the Company's Articles of Association:
 - (i) Toh Tuan Sun Resolution 2
 - (ii) Haji Mohd. Sharif Bin Haji Yusof Resolution 3
 - (iii) Oh Chiew Ho Resolution 4
4. To approve the payment of Directors' fees not exceeding RM500,000.00 for the period from August 2019 till July 2020. Resolution 5
5. To approve the payment of meeting attendance allowance of RM1,000.00 per meeting for each Independent Director from August 2019 till July 2020. Resolution 6
6. To re-appoint Messrs. Grant Thornton Malaysia as Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 7

SPECIAL BUSINESS

7. To consider and, if thought fit, pass the following resolution:

SPECIAL RESOLUTION

Proposed Adoption of new Constitution of the Company to replace the existing Memorandum and Articles of Association

"THAT the existing Memorandum and Articles of Association of the Company be replaced in its entirety with a new Constitution as set out in Appendix A of the Circular to Shareholders dated 24 June 2019." Resolution 8

ORDINARY RESOLUTION

Proposed Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares 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 the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." Resolution 9

By Order of the Board

Leong Oi Wah (MAICSA 7023802)
Company Secretary

Klang
24 June 2019

Notes:

1. A Member of the Company who is entitled to attend and vote at this meeting is entitled to appoint a proxy or being appointed as a proxy for another Member or in the case of a corporation a duly authorised representative to attend and to vote in his stead.
2. A Member may appoint more than 2 proxies to attend and the proxies shall not be valid unless the Member specifies the proportion of his securities holdings to be represented by each proxy.
3. The instrument appointing proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing or, if such be executed appointed is a corporation under its common seal or the hand of its attorney.
4. The instrument appointing a proxy shall be left at the Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No 8, Jalan Kerinchi, 59200 Kuala Lumpur at least 48 hours before the time appointed for the holding of the meeting or adjourned meeting.
5. Depositors who appear in the Record of Depositors as at 16 July 2019 shall be regarded as Member of the Company entitled to attend the Eighth Annual General Meeting or appoint a proxy to attend and vote on his behalf.

NOTES ON SPECIAL BUSINESS

(i) Resolution No.8

Please refer to the Circular to Shareholders dated 24 June 2019 for further information.

(ii) Resolution No.9

The proposed Ordinary Resolution will give powers to the Directors to issue up to a maximum ten percent (10%) of the total number of issued shares of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 20 July 2018. The Company did not utilise the mandate that was approved last year. The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a Final Single Tier Dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 March 2019, if approved at the Eighth Annual General Meeting, will be paid on 18 October 2019 to Depositors registered in the Record of Depositors at the close of business on 27 September 2019.

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

- a) Shares transferred into the Depositor's Securities Account before 5.00 p.m. on 27 September 2019, in respect of transfer; and
- b) 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

Leong Oi Wah (MAICSA 7023802)
Company Secretary

Klang
24 June 2019