



NOTICE OF TWENTY-NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth Annual General Meeting of B.I.G. INDUSTRIES BERHAD will be held at the Meeting Hall, Carlton Holiday Hotel & Suites, No. 1, Persiaran Akuatik, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan on Wednesday, 27 November 2019 at 10.00 am for the following purposes:

AGENDA

- To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2019 and the Directors' and Auditors' Reports thereon. (Note)
- To approve the payment of Directors' fees and benefits payable to the Non-Executive Directors of up to an aggregate amount of RM260,000 for the period from this annual general meeting ("AGM") until the conclusion of the next AGM. (Ordinary Resolution 1)
- To re-elect the following Directors who retire by rotation pursuant to Article 106 of the Company's Articles of Association and being eligible offer themselves for re-election:
i) Mr Lau Chia En (Ordinary Resolution 2)
ii) Mr Thiang Kai Goh (Ordinary Resolution 3)
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Company's Auditors and to authorise the Directors to fix their remuneration. (Ordinary Resolution 4)

AS SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following Ordinary Resolutions:
 - Continuing in Office as Independent Non-Executive Director**
"THAT Tan Sri Dato' Sri Dr Lau Ban Tin who has served as Independent Non-Executive Director of the Company for more than 9 years to continue to serve as an Independent Non-Executive Director of the Company." (Ordinary Resolution 5)
 - Authority to Allot and 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 ("the Act") and subject always to the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company at any time, 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 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 from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company." (Ordinary Resolution 6)
- To consider and, if thought fit, pass the following Special Resolution:
Proposed Adoption of New Constitution of the Company
"THAT the Constitution in the form and manner as set out in the Circular to Shareholders dated 29 October 2019 be and is hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution of the Company." (Special Resolution)
- To transact any other ordinary business for which due notice shall have been given.

BY ORDER OF THE BOARD

WONG YOKE LIN
Company Secretary

Shah Alam
29 October 2019

Notes:

- In respect of the Record of Depositors ("ROD"), only member whose name appears on the Annual General Meeting ROD as at 21 November 2019 shall be entitled to attend or appoint proxy to attend and/or vote at the Twenty-Ninth Annual General Meeting.
- Proxy**
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 may but need not be a member of the Company.
A corporation which is a member may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it is an individual member of the Company.
An instrument appointing a proxy shall be in writing under the hand of the appointor or if the appointor is a corporation either under its common seal or under the hand of an officer or attorney duly authorised. Where a member appoints two proxies, the appointment shall be invalid unless the proportion of his shareholding to be represented by each proxy is specified.
An instrument appointing a proxy or representative must be deposited at the Registered Office of the Company at Lot 2225, Section 66, Jalan Dermaga, Pending Industrial Estate, 93450 Kuching, Sarawak, Malaysia not less than 48 hours before the time appointed for holding the meeting.
- Agenda item 1**
This agenda item 1 is meant for shareholders only as under the provisions of Section 340(1)(a) of the Companies Act 2016 and the audited financial statements do not require the approval of shareholders. The matter will not put forward for voting.
- Ordinary Resolutions 1**
The Company is requesting shareholders' approval for payment of Directors' fees and benefits to the Non-Executive Directors of the Company. The Executive Director does not receive any Director's fees.
- Ordinary Resolution 5**
The Board and Nomination Committee have assessed the independence of Tan Sri Dato' Sri Dr Lau Ban Tin ("Tan Sri Lau") who is an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years. The Board has recommended to shareholders that Tan Sri Lau remains as Independent Non-Executive Director in view of he:
 - has expertise and wide experience in the industries of the group.
 - participates in the board deliberation actively and objectively.
 - performs his duties without influence of management with independent judgement.
 - discharges his fiduciary duties in the interest of the Company and minority shareholders.
- Ordinary Resolution 6**
The Resolution 6, if passed, will give the Directors authority to allot and issue shares not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interests of the Company. This authority, unless revoked or varied by the shareholders of the Company in a General Meeting, will expire at the conclusion of the next annual general meeting.
No new shares in the Company were issued pursuant to the authority granted to the Directors at the Twenty-Eighth Annual General Meeting held on 28 November 2018 as at the date of the notice of the Twenty-Ninth Annual General Meeting.
On 11 October 2019, the Company announced a proposed private placement of up to 4,809,220 new ordinary shares representing up to 10% of the total number of issued shares at an issued price to be determined later to third party investor(s) to be identified at a later date. Bursa Malaysia Securities Berhad had approved the listing and quotation of 4,809,220 placement shares via its letter dated 15 October 2019.
The general mandate is a renewal which will provide flexibility to the Company for any possible fund raising exercises, including but not limited to placing of shares, for the purpose of funding future investment, working capital and/or acquisitions.
- Special Resolution**
This approval will allow the Company to adopt the Constitution as set out in the Circular in line with the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and prevailing statutory requirements and enhance administrative efficiency.