

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fortieth Annual General Meeting of FACB Industries Incorporated Berhad will be held at Function Room, Bukit Unggul Country Club, Lot PT 2180-2182, Mukim Dengkil, Daerah Sepang, 43807 Dengkil, Selangor Darul Ehsan on Wednesday, 4 December 2019 at 11.00 a.m. for the following purposes:

AGENDA

As Ordinary Business:

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| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of Directors and Auditors thereon. | (Please see Explanatory Notes 1) |
| 2. To approve a final 1 sen single-tier dividend per ordinary share for the financial year ended 30 June 2019. | Resolution 1 |
| 3. To approve payment of Directors' fees and benefits up to RM252,460/- for the period 5 December 2019 until the conclusion of the next Annual General Meeting of the Company. | Resolution 2 |
| 4. To re-elect the following Directors who are retiring pursuant to Article 21.2 of the Company's Constitution: | |
| (i) Datuk Wan Kassim bin Ahmed | Resolution 3 |
| (ii) Puan Sri Lee Chou Sarn | Resolution 4 |
| 5. To re-appoint BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 5 |

As Special Business:

To consider and, if thought fit, pass the following Ordinary Resolutions:

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| 6. Authority to Allot and Issue Shares pursuant to Section 75 and 76 of the Companies Act 2016 | Resolution 6 |
| "THAT subject to Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the Company's Constitution, the Directors of the Company be and are hereby authorised, pursuant to Section 75 and 76 of the Companies Act 2016, to 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 pursuant to this resolution does not exceed 10% of the number of issued shares of the Company for the time being." | |
| 7. Continuing in Office as Independent Non-Executive Directors | |
| (i) "THAT subject to the passing of ordinary Resolution 3, approval be and is hereby given for Datuk Wan Kassim bin Ahmed, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to serve as an Independent Non-Executive Director of the Company, until the conclusion of the next Annual General Meeting, in accordance with the Malaysian Code on Corporate Governance." | Resolution 7 |
| (ii) "THAT approval be and is hereby given for Dato' Dr. Abdul Razak bin Abdul, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to serve as an Independent Non-Executive Director of the Company, until the conclusion of the next Annual General Meeting, in accordance with the Malaysian Code on Corporate Governance." | Resolution 8 |
| (iii) "THAT approval be and is hereby given for Mr Lim Mun Kee, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to serve as an Independent Non-Executive Director of the Company, until the conclusion of the next Annual General Meeting, in accordance with the Malaysian Code on Corporate Governance." | Resolution 9 |
| 8. To transact any other ordinary business of which due notice shall have been received. | |

Notice Of Dividend Entitlement

NOTICE IS ALSO HEREBY GIVEN that a final 1 sen single-tier dividend per ordinary share, if approved by the shareholders at the forthcoming Annual General Meeting, will be paid on 16 January 2020 to shareholders whose names appear in the Records of Depositors on 2 January 2020. A Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred into the Depositor's Securities account before 4.30 p.m. on 2 January 2020 in respect of ordinary transfers; and
- 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

Lee Boo Tian, LS 0007987
Company Secretary

Kuala Lumpur
30 October 2019

Notes:

- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. Where a member appoints two proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation, either under its common seal or the hand of an officer or attorney duly authorised.
- The Proxy Form must be completed, signed and deposited at the Company's Registered Office not less than 48 hours before the time set for the Meeting or adjourned meeting.
- Only members whose names appear in the Record of Depositors on 26 November 2019 shall be eligible to attend the Meeting.
- Shareholders' attention is hereby drawn to the Main Market Listing Requirements ("MMLR") of the Bursa Malaysia Securities Berhad, which allows a member of the Company which is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991, who holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") to appoint multiple proxies in respect of each omnibus account it holds.
- Voting for all resolutions set out in the Notice of Meeting shall be by poll.

Explanatory Notes:

- Agenda 1 – The provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
- Ordinary Resolution on Directors' fees and benefits
Under the Companies Act 2016, the Company shall hold its general meeting within 6 months after the conclusion of the financial year. Resolution 2 refers to fees and benefits payable to Directors for the period 5 December 2019 until the next Annual General Meeting which shall be held within 6 months after the conclusion of the financial year 2020.
- Ordinary Resolution on Section 75 and 76 of the Companies Act 2016
Resolution 6 proposed under Agenda 6 above if passed will empower the Directors to issue shares up to 10% of the total number of issued shares of the Company. This authority unless revoked or varied by the Company in a general meeting, shall expire at the next Annual General Meeting of the Company.

No proceeds were raised from the previous mandate. The renewed mandate provides flexibility for fund raising activities including placement of shares, for the purpose of funding further investment project(s), working capital and/or acquisitions.

- Ordinary Resolutions 7, 8 and 9 – Continuing in Office as Independent Non-Executive Directors

The Board has via the Nominating Committee conducted an annual performance evaluation and assessment on Datuk Wan Kassim bin Ahmed, Dato' Dr. Abdul Razak bin Abdul and Mr Lim Mun Kee, who have each served as Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years. The Board is satisfied that Datuk Wan Kassim bin Ahmed, Dato' Dr. Abdul Razak bin Abdul and Mr Lim Mun Kee continue to be independent and recommended that they continue to act as Independent Non-Executive Directors of the Company based on the following justifications:

- they meet the criteria under the definition of "Independent Director" as stated in the MMLR of Bursa Malaysia Securities Berhad;
- they are able to exercise independent and objective judgement and to act in the best interest of the Company, notwithstanding their tenure of service;
- they have devoted sufficient time and efforts and exercised due care in all undertakings of the Company and have acted and carried out their fiduciary duties in the interest of the Company during their tenure as independent directors; and
- they are independent from Management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interest of the Company.

Resolutions 7, 8 and 9 on retaining Datuk Wan Kassim bin Ahmed, Dato' Dr. Abdul Razak bin Abdul and Mr Lim Mun Kee as Independent Non-Executive Directors, respectively, will be subject to a two-tier voting process in accordance with the Malaysian Code on Corporate Governance.