



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninety-Seventh Annual General Meeting of Pinehill Pacific Berhad ("the Company") will be held at the Anyaman Room, The Everly Putrajaya, No. 1, Jalan Alamanda 2, Precint 1, 62000 Wilayah Persekutuan Putrajaya on Monday, 2 December 2019 at 11.00 a.m. for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of the Directors and the Auditors thereon.
- To approve the payment of Directors' Fees of RM54,000/- for the financial year ended 30 June 2019. **Ordinary Resolution 1**
- To approve the payment of benefits payable to the Non-Executive Directors of up to an amount of RM62,000.00 from 1 July 2019 until the conclusion of the next Annual General Meeting of the Company. **Ordinary Resolution 2**
- To re-elect Dato' Nik Mohd Amin Bin Nik Abu Bakar who retires as Director pursuant to Article 84 of the Company's Articles of Association and being eligible, has offered himself for re-election. **Ordinary Resolution 3**
- To re-elect the following Directors who retires as Director pursuant to Article 91 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
 - Dato' Shahrom Bin Abdul Majid
 - Mr. K. Selveswaran Kanagaratnam
 - Mr. Bala Krishnan Ponniah**Ordinary Resolutions 4, 5 & 6**
- To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company for the financial year ending 30 June 2020 and to authorise the Directors to fix their remuneration for that year. **Ordinary Resolution 7**

As Special Business

To consider and if thought fit, with or without modification, to pass the following resolutions:-

- Authority to Continue in Office as Independent Non-Executive Director**

"THAT approval be and is hereby given for the following Directors who have served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."

 - Dato' Ong Kim Hoay
 - Dato' Nik Mohd Amin Bin Nik Abu Bakar**Ordinary Resolutions 8 & 9**
- Authority to Issue Shares Pursuant to Section 76 of the Companies Act 2016** **Ordinary Resolution 10**

"THAT pursuant to Section 76 of the Companies Act 2016 and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered 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 issued pursuant to this Resolution does not exceed ten per centum (10%) 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 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."
- Proposed Adoption of a new Constitution** **Special Resolution**

"THAT the existing Company's Memorandum and Articles of Association be deleted in its entirety and that the new Constitution as set out in Appendix A to Shareholders accompanying the Company's 2019 Annual Report be replaced thereof and adopted as the new Constitution of the Company with immediate effect. AND THAT the Directors of the Company be and are hereby authorised to do all such acts and take such steps that may be necessary and/ or expedient in order to give full effect to the Proposed Adoption of New Constitution with full power to assent to any conditions, modifications, and/or amendments as may be required by any relevant authorities."
- To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

Tang Yow San (MIA 11019)
Wong Youn Kim (MAICSA 7018778)
Company Secretaries

Puchong, Selangor Darul Ehsan
31 October 2019

Explanatory Notes:

- Item 1 of the Agenda**

This Agenda item is meant for discussion only as under the provision of Section 340(1)(a) of the Companies Act 2016, the audited accounts do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.
- Ordinary Resolution 2**
Payment of benefits payable to the Non-Executive Directors

Section 230(1) of the Companies Act 2016 requires that any benefits payable to the Directors of the Company must be approved at a general meeting. The benefits payable to the Directors of the Company comprises meeting allowance of RM1,500/- and RM500/- per meeting payable to Non-Executive Directors for attending the Board and Board Committee Meetings respectively.
- Ordinary Resolutions 8 and 9**
Authority to Continue in Office as Independent Non-Executive Director

Pursuant to the Malaysian Code on Corporate Governance 2017, the tenure of an Independent Director should not exceed a cumulative term of 9 years. The Board of Directors ("Board") must justify and seek shareholders' approval in the event it retains as an Independent Director, a person who has served in that capacity for more than 9 years.

The following directors have served as Independent Non-Executive Directors of the Company for a cumulative period of over 9 years. The Remuneration and Nomination Committee of the Company had assessed the independence of these Directors and had recommended to the Board that they be retained as Independent Directors of the Company based on the following justifications:

 - Dato' Ong Kim Hoay
 - Dato' Nik Mohd Amin Bin Nik Abu Bakar

Justifications

 - They have met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements;
 - They have the capacity to defend their views without any influence of Management and have retained independence of character and judgment;
 - They understand the businesses of the Group, the operating environment and challenges and therefore are able to contribute positively during deliberations/discussions at meetings; and
 - They devote time and commitment to attend to the performance of the functions and duties as Independent Non-Executive directors, including attendance at Board and Board's Committee meetings.

Based on the aforesaid, the Board (save for the interested Directors) recommends to the shareholders that the abovenamed Directors continue to serve as Independent Non-Executive Directors of the Company.
- Ordinary Resolution 10**
Authority to Issue Shares Pursuant to Section 76 of the Companies Act 2016

The proposed Resolution 10, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued does not exceed 10% of the issued and paid-up share capital of the Company for the time being (General Mandate). This General Mandate, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The General Mandate sought to grant authority to Directors to issue and allot shares is a renewal of the mandate that was approved by the shareholders at the Ninety-Sixth Annual General Meeting held on 20 December 2018. The renewal of the mandate is to provide flexibility to the Company to issue new shares, without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time, for possible fund raising activities for the purpose of funding current and/or future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, the Company did not issue shares pursuant to the mandate granted to the Directors at the Ninety-Sixth Annual General Meeting held on 20 December 2018, which will lapse at the conclusion of the Ninety-Seventh Annual General Meeting.
- Special Resolution**
Proposed Adoption of a new Constitution

This Special Resolution will align the Constitution of the Company with the relevant provisions of the Companies Act, 2016, the updated Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the prevailing statutory and regulatory requirements, as well as to provide clarity and consistency. The proposed New Constitution is set out in the Appendix A accompanying the Annual Report.

This special resolution needs a majority of not less than seventy-five percent (75%) of such members who are entitled to vote either in person or by proxy.

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 26 November 2019 ("General Meeting Record of Depositors") shall be eligible to attend the meeting.
- A proxy may but need not be a member of the Company.
- To be valid, the Proxy Form, duly completed, must be deposited at the registered office of the Company at No. 2-3, Third Floor, Jalan Suria Puchong 6, Pusat Perniagaan Suria Puchong, 47110 Puchong, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an exempt authorised nominee 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.
- If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of an officer or an attorney duly authorised.

Statement Accompanying Notice of Annual General Meeting

No individual is seeking election as a Director at the Ninety-Seventh Annual General Meeting of the Company.