



Subur Tiasa Holdings Berhad

[Registration No.: 199501012590 (341792-W)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth Annual General Meeting of Subur Tiasa Holdings Berhad ("Subur" or "the Company") will be held at the Company's Auditorium Room, Ground Floor, No. 66-78, Pusat Suria Permata, Jalan Upper Lanang, C.D.T. 123, 96000 Sibul, Sarawak on Friday, 20 December 2019 at 11.30 a.m. for the following purposes:

AGENDA

- As Ordinary Business**
- To receive the Audited Financial Statements for the financial year ended 31 July 2019 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note (a))**
 - To approve the payment of directors' fees of RM280,000 for the financial year ended 31 July 2019. **Resolution 1**
 - To re-elect Mr. Poh Kee Eng who retires in accordance with Article 86(a) of the Company's Articles of Association and being eligible, offers himself for re-election. **Resolution 2**
 - To re-elect the following directors who retire in accordance with Article 86(c) of the Company's Articles of Association and being eligible, offers themselves for re-election:
 - YBhg. Dato Tiong Ing; and
 - Mr. Tiong Kiong King**Resolution 3**
Resolution 4
 - To re-appoint Messrs. Crowe Malaysia PLT as the Company's auditors until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration. **Resolution 5**
- As Special Business**
- To consider and, if thought fit, pass the following ordinary resolution:
Continuation in office as Independent Director pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017 **Resolution 6**
"THAT approval be and is hereby given to Mdm. Ngu Ying Ping who has served as an Independent Director of the Company for a consecutive term of more than nine (9) years, to continue in office as an Independent Director of the Company."
 - To consider and, if thought fit, pass the following ordinary resolution:
Proposed renewal of authority for purchase of own shares by the Company **Resolution 7**
"THAT, subject always to the Companies Act 2016 (as may be amended, modified or re-enacted from time to time) ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, where applicable, the Company be and is hereby authorised to purchase and/or hold such an amount of ordinary shares ("Shares") in the Company ("Proposed Share Buy-Back") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company provided that the total aggregate number of Shares purchased and/or held or to be purchased and/or held pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company for the time being and an amount of funds not exceeding the Company's total retained profits at the time of purchase be allocated by the Company for the Proposed Share Buy-Back AND THAT such Shares purchased are to be retained as treasury shares and distributed as dividends and/or resold on the market of Bursa Securities, or subsequently may be cancelled;
AND THAT the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/ or guarantees as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, as may be required or imposed by any relevant authorities;
AND FURTHER THAT the authority hereby given will commence immediately upon the passing of this resolution and will continue to be in force until:
 - the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authorities;
 - To consider and, if thought fit, pass the following ordinary resolution:
Proposed renewal of shareholder mandate for recurrent related party transactions of a revenue or trading nature ("Shareholder Mandate") **Resolution 8**
"THAT approval be hereby given to the Company and its subsidiaries ("STH Group") to enter into any of the category of related party transactions which are recurrent, of a revenue or trading nature and are necessary for day-to-day operations of STH Group as outlined in point 3(b) of the Circular to Shareholders dated 21 November 2019 ("Circular"), with the specific related parties mentioned therein subject further to the following:
 - the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the interest of the minority shareholders; and
 - disclosure is made in the annual report a breakdown of the aggregate value of the transactions conducted pursuant to the Shareholder Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Main Market Listing Requirements, and amongst others, based on the following information:
 - the type of the recurrent related party transactions made; and
 - the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.AND THAT such approval will continue to be in force until:
 - the conclusion of the next annual general meeting ("AGM") of the Company, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed;
 - the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(1) and 340(2) of the Companies Act 2016 ("Act") [but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
 - revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Shareholder Mandate."
- To consider and if thought fit, pass the following special resolution:
Proposed Adoption of New Constitution of the Company **Resolution 9**
"THAT the existing Memorandum and Articles of Association of the Company be and are hereby deleted in its entirety and that in place thereof, the proposed new constitution of the Company as set out in Part C of the Circular to Shareholders dated 21 November 2019 be and is hereby adopted as the new constitution of the Company with immediate effect;
AND THAT the Directors of the Company be and are hereby authorized to assent to any conditions, modifications and/or amendment 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 of the foregoing."
- To transact any other business which may properly be transacted at an annual general meeting, due notice of which shall have been previously given in accordance with the Companies Act 2016 and the Company's Articles of Association.

By Order of the Board of Directors
Ling Chieh Min (MIA 18531)
Voon Jan Moi (MAICSA 7021367)
Joint Company Secretaries
Dated: 21 November 2019
Sibu, Sarawak

Explanatory Notes

- (a) This agenda item is meant for discussion only and therefore, it will not be put forward for voting.
- (b) **Ordinary resolution in relation to the re-election of Independent Director (proposed Resolution 2)**
The Nomination Committee and the Board of Directors have assessed the independence of Mr. Poh Kee Eng and recommended him to be re-elected as the Director of the Company.
- (c) **Ordinary resolution in relation to continuation in office as Independent Director pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017 (proposed Resolution 6)**
The proposed Resolution No. 6 is to seek shareholders' approval to retain Mdm. Ngu Ying Ping, whose tenure as Independent Director of the Company has exceeded tenure limit of nine (9) years. The Board of Directors ("Board") and the Nomination Committee have assessed her and thereby recommended that she continues in office as an Independent Director of the Company based on the following justifications:
 - her experience, networking, understanding of business and objectivity in approach enables her to provide the Board and Board Committees with pertinent expertise, skills and competence and her independent judgement will continue to add credence to the Company;
 - she remains professionally independent and vocal, actively participated in deliberations and exercised independent judgement at Board and Board Committees meetings without being influenced by operational consideration; and
 - she acts in the best interests of all shareholders and her continuation in office as Independent Director will provide a check and balance to operational management.
- (d) **Ordinary resolution on proposed renewal of authority for purchase of own shares by the Company (proposed Resolution 7)**
The proposed Resolution No. 7, if passed, will renew the authority for the Company to purchase and/or hold up to ten per cent (10%) of the total number of issued shares of the Company through Bursa Malaysia Securities Berhad. This authority will expire at the conclusion of the next annual general meeting, unless revoked or varied by ordinary resolution passed by shareholders at general meeting.
Please refer to the Statement to Shareholders dated 21 November 2019 for further information.
- (e) **Ordinary resolution on Shareholder Mandate for recurrent related party transactions (proposed Resolution 8)**
Paragraph 10.09 of Main Market Listing Requirements states that with regard to related party transactions which are recurrent, of a revenue or trading nature and which are necessary for day-to-day operations ("RRPT"), a public listed company may seek a shareholder mandate.
The proposed resolution No. 8, if passed, will authorise the Company and each of its subsidiaries to enter into RRPT with the mandated related parties as identified in point 3(b) of the Circular to Shareholders dated 21 November 2019 ("Circular"), which are necessary for day-to-day operations of the STH Group, provided that such transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the interest of the minority shareholders.
By obtaining the Shareholder Mandate, the necessity to convene separate meetings from time to time to seek shareholders' approval as and when such RRPT occur would not arise. This would reduce substantial administrative time and costs associated with the convening of such meetings without compromising on the corporate objectives of the STH Group or adversely affecting the business opportunities available to the STH Group.
Please refer to the Circular for further information.
- (f) **Special resolution in relation to the proposed adoption of the New Constitution of the Company (proposed Resolution 9)**
The proposed Resolution 9, if passed, will align the Constitution with the Companies Act 2016 which came into force on 31 January 2017, the updated provision of the Main Market Listing Requirements of Bursa Securities and the prevailing laws, guidelines or requirements of the relevant authorities, to enhance administrative efficiency and provide greater clarity.
Please refer to Part C of the Circular for further information.

Notes:

- A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, speak and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting.
- A member entitled to attend, speak and vote at this Annual General Meeting shall not be entitled to appoint more than two (2) proxies to attend, speak 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 shareholdings to be represented by each proxy.
- If the appointor is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorized.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25(1) of SICDA.
- The Form of Proxy must be deposited at the registered office of the Company at No. 66-78, Pusat Suria Permata, Jalan Upper Lanang, C.D.T. 123, 96000 Sibul, Sarawak not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- A depositor whose name appears in the Record of Depositors as at 13 December 2019 shall be regarded as a member of the Company entitled to attend this Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.