



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting ("16th AGM") of ABM Fujiya Berhad ("the Company") will be held at the Conference Room, Lot 859, Section 66, Lorong Pangkalan, Off Jalan Pangkalan, Pending Industrial Estate, 93450 Kuching, Sarawak, on Tuesday, 4 August 2020 at 11:00 a.m. for the transaction of the following businesses:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- To approve the payment of Directors' Fees and Directors' other benefits up to RM160,000 for the financial year ending 31 December 2020. **(Resolution 1)**
- To re-elect the following Directors who shall retire by rotation in accordance with Clause 80 of the Company's Constitution and who being eligible offer themselves for re-election: **(Resolution 2)**
(a) Miss Wong Siaw Wei **(Resolution 3)**
(b) Mr Sim Chong Hong
- To re-elect the following Directors who shall retire in accordance with Clause 87 of the Company's Constitution and who being eligible offer themselves for re-election: **(Resolution 4)**
(a) Datu Dr Hatta Bin Solhi **(Resolution 5)**
(b) Encik Ali Bin Adai **(Resolution 6)**
(c) Ms Tay Siew Ling **(Resolution 7)**
- To re-appoint Messrs KPMG PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions:-

- Retention of Independent Directors** **(Resolution 8)**
 - "That subject to the passing of Resolution 2, Miss Wong Siaw Wei who has served the Board as an Independent Director of the Company for more than nine (9) years, be hereby retained as an Independent Director of the Company;"
 - "That Puan Sri Corinne Bua Nyipa who has served the Board as an Independent Director of the Company for more than nine (9) years, be hereby retained as an Independent Director of the Company;" **(Resolution 9)**
- Authority to Issue Shares Pursuant to Sections 75 and 76 of The Companies Act 2016 ("the Act")** **(Resolution 10)**

"THAT the Directors of the Company be and are hereby empowered pursuant to the Act, 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 to be issued does not exceed twenty (20) percent 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 FURTHER 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.
- To transact any other business of which due notice shall have been given.

By order of the Board,

Ms Yeo Puay Huang SSM PC No: 202008000727 (LS0000577)
Company Secretary
Kuching, Sarawak
25 June 2020

NOTES TO THE NOTICE OF THE 16TH AGM

1.0 Proxy

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 28 July 2020 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the AGM.
- Where a member is an authorized nominee (AN) as defined under the Securities Industry (Central Depositories) Act, 1991 (SICDA), the AN may appoint proxy(ies) in respect of each securities account it holds which is credited with ordinary shares of the Company; and where a member is an exempt authorized nominee (EAN) as defined under SICDA which holds ordinary shares in the Company for multiple owners in one securities account (omnibus account), the EAN can appoint proxy(ies) in respect of each omnibus account it holds.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding 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 authorized in writing, or if the appointer is a corporation under its common seal or in such other manner approved by its directors.
- The instrument appointing a proxy must be deposited at the registered office at Lot 2224, Section 66, Lorong Pangkalan, Off Jalan Pangkalan, Pending Industrial Estate, 93450 Kuching, Sarawak, Malaysia, not less than 48 hours before the time appointed for holding the AGM or at any adjournment thereof.
- Pursuant to Paragraph 8.29A of Bursa Malaysia Berhad Main Market Listing Requirements, all resolutions set out in the Notice of 16th AGM will be put to vote on a poll.

2.0 Audited Financial Statements for the financial year ended 31 December 2019

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put forward for voting.

3.0 Directors' Fees and benefits payable to Directors

Pursuant to Section 230(1) of the Companies Act 2016, shareholders' approval shall be sought at the 16th AGM on the payment of Directors' fees and Directors' other benefits up to RM160,000 for the financial year ending 31 December 2020.

4.0 Re-election of directors by rotation

Clause 80 of the Company's Constitution provides that one third of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. All the Directors shall retire from office at least in each three (3) years, but shall be eligible for re-election.

The profile of the directors who are standing for re-election, namely Miss Wong Siaw Wei and Mr Sim Chong Hong as per Agenda 3 of the Notice of 16th AGM are stated on page 11 of the Annual Report 2019.

5.0 Re-election of directors in accordance with Clause 87 of the Company's Constitution

Clause 87 of the Company's Constitution states that the Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

The profile of the directors who are standing for re-election, namely Datu Dr Hatta Bin Solhi, Encik Ali Bin Adai and Ms Tay Siew Ling as per Agenda 4 of the Notice of 16th AGM are stated on pages 9 and 12 of the Annual Report 2019.

6.0 Re-appointment of Messrs KPMG PLT as Auditors

Messrs KPMG PLT has expressed their willingness to be re-appointed as Auditors for the ensuing year.

7.0 Retention of Independent Directors

The proposed Resolutions 8 and 9 are to seek shareholders' approval to retain Miss Wong Siaw Wei and Puan Sri Corinne Bua Nyipa as Independent Non-Executive Directors. They have served the Company as Independent Non-Executive Directors for more than nine (9) years. The Nominating Committee had assessed both of them and thereby recommended to retain both of them in office as Independent Non-Executive Directors of the Company based on the following justifications:

- They have fulfilled the criteria under the definition of Independent Directors as stated in the Main Market Listing Requirements of Bursa Securities;
- They have possessed vast commercial experience and knowledge that complements the Company's board composition, and continue to provide valuable insights and contributions to the Board; and
- They have participated in board discussions and they are able to bring independent and objective judgements to the Board.

8.0 Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The Proposed Resolution 10, if passed, will give authority to the Directors of the Company pursuant to Sections 75 and 76 of the Act, as well as Additional Temporary Relief Measures to Listed Corporation for Covid-19, issued by Bursa Securities on 16 April 2020, to issue and allot shares to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of shares issued does not exceed twenty per centum (20%) of the issued share capital of the Company for the time being. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The General Mandate granted by the shareholders at the 15th Annual General Meeting of the Company had not been utilized and hence no proceed was raised therefrom.

The new General Mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost of convening general meeting(s) to approve such issue of shares. The Directors, having considered the current economic climate arising from the global Covid-19 pandemic and the prospective financial position of the Company, are of the opinion that the 20% General Mandate is in the best interests of the Company and its shareholders.