

# Amended Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Seventeenth Annual General Meeting (“17<sup>th</sup> 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, 7 September 2021 at 11:00 a.m. for the transaction of the following businesses:

## A G E N D A

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon. **(Refer to Explanatory Note 2.0)**
2. To approve the payment of Directors’ Fees and Directors’ other benefits up to RM170,000 for the financial year ending 31 December 2021. **(Resolution 1)**
3. 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:
  - (a) YBhg. Dato’ Tay Tze How **(Resolution 2)**
  - (b) YBhg. Dato’ Tay Tze Poh **(Resolution 3)**
  - (c) YBhg. Puan Sri Corinne Bua Nyipa **(Resolution 4)**
4. 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 5)**

### AS SPECIAL BUSINESS

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

5. **Retention of Independent Directors**
  - (i) “That 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.” **(Resolution 6)**
  - (ii) “That subject to the passing of Resolution 4, YBhg. 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 7)**
6. **Authority to Issue Shares Pursuant to Sections 75 and 76 of The Companies Act 2016 (“the Act”)** **(Resolution 8)**

“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 ten (10) 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 (“the General Mandate”); 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.

## Amended Notice of Annual General Meeting (continued)

7. To transact any other business of which due notice shall have been given.

By order of the Board,

**Yeo Puay Huang** (LS0000577)

SSM PC No. 202008000727

Company Secretary

Kuching, Sarawak

6 August 2021

### NOTES TO THE NOTICE OF THE 17<sup>TH</sup> AGM

#### 10 Proxy

- 11 In respect of deposited securities, only members whose names appear in the Record of Depositors on 30 August 2021 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the 17<sup>th</sup> AGM.
- 12 Where a member is an authorised 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 authorised 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.
- 13 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.
- 14 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation under its common seal or in such other manner approved by its directors.
- 15 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 17<sup>th</sup> AGM or at any adjournment thereof.
- 16 Pursuant to Paragraph 8.29A of Bursa Malaysia Berhad Main Market Listing Requirements, all resolutions set out in the Notice of 17<sup>th</sup> AGM will be put to vote on a poll.
- 17 The Company will continue to monitor the Covid-19 pandemic situation closely and may adopt further procedures and measures at short notice as the public health situation changes. Members can check further updates on the Company's website at [www.abmfujiya.com.my](http://www.abmfujiya.com.my).

#### Explanatory Notes to Ordinary Business:

**2.0 The Audited Financial Statements are for discussion only as they do not require shareholders' approval pursuant to Section 340(1) of the Companies Act 2016. Hence, this Agenda item will not be put for voting.**

## Amended Notice of Annual General Meeting (continued)

### 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 17<sup>th</sup> AGM on the payment of Directors' fees and Directors' other benefits up to RM170,000 for the financial year ending 31 December 2021.

### 4.0 Re-election of directors by rotation

Clause 80 of the Company's Constitution provides that one-third (1/3) 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 as per Agenda 3 of the Notice of 17<sup>th</sup> AGM are stated on pages 8 to 10 of the Annual Report 2020.

### 5.0 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.

The Audit Committee had assessed Messrs KPMG PLT's independence and performance and the Board has recommended to the Shareholders for their re-appointment as Auditors for the ensuing year.

### Explanatory Notes to Special Business:

#### 6.0 Retention of Independent Directors

The proposed Resolutions 6 and 7 are to seek shareholders' approval to retain Miss Wong Siaw Wei and YBhg. 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 Committees 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.

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

The Proposed Resolution 8, if passed, will give authority to the Directors of the Company 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 ten per centum (10%) 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 16<sup>th</sup> Annual General Meeting of the Company had not been utilised and hence no proceed was raised therefrom.

The 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.

# Administrative Details

Guidance and Requirements to conduct physical meeting for the Seventeenth Annual General Meeting of ABM Fujiya Berhad (“the Company”) to be held at the Conference Room, Lot 859, Section 66, Lorong Pangkalan, Off Jalan Pangkalan, Pending Industrial Estate, 93450 Kuching, Sarawak, on Tuesday, 7 September 2021 at 11:00 a.m.

In addition to the requirement under Section 327 of the Companies Act 2016, the Company will :

1. ensure there is reliable infrastructure to enable the conduct of a physical general meeting including enabling members to exercise their rights to speak and vote at the meeting;
2. provide guidance to shareholders on the requirements and method of participating in the general meeting;
3. ensure only eligible individuals are allowed to participate in the meeting;
4. require shareholders to register ahead of the meeting to allow listed issuers to make the necessary arrangements including in relation to logistics;
5. observe the applicable directives, safety and precautionary requirements as prescribed by the Government, the Ministry of Health, the Malaysian National Securities Council, and other relevant authorities to curb the spread of Covid-19 are abided by;
6. ensure a physical distance of at least one (1) meter between each meeting participant at all times; and
7. ensure all participants are wearing face masks.

The Company will continue to monitor the Covid-19 pandemic situation closely and may adopt further procedures and measures at short notice as public health situation changes. Shareholders should check the Company’s website at [www.abmfujiya.com.my](http://www.abmfujiya.com.my).

## **PARKING**

- Parking is free and you are advised to park your vehicle at the car park of the Building.

## **REGISTRATION**

- Registration will start at 10:00 a.m.
- Please produce your original Identity Card (“MyCard”) or Passport (for foreigners) to the registration staff for verification.
- Upon registration, the polling slip will be distributed to you.

## **SEATING ARRANGMENT FOR THE AGM**

- Free seating. All shareholders/proxies/corporate representatives will be allowed to enter the Conference Room from 10:00 a.m. onwards.
- All shareholders/proxies/corporate representative are encouraged to be seated at least ten (10) minutes before the commencement of the AGM.

## **APPOINTMENT OF PROXY**

- Shareholders are reminded that physical attendance at the AGM is not necessary for the purpose of exercising Shareholders’ rights. They are strongly encouraged to cast their votes by submitting a proxy form appointing the Chairman of the AGM.

# Form of Proxy



**ABM Fujiya Berhad**

(Incorporated in Malaysia)

Registration No. 200301025904 (628324-W)

No. of Shares Held :

I/We \_\_\_\_\_ NRIC No./Company No. \_\_\_\_\_

of \_\_\_\_\_

being \*a member/members of **ABM FUJIYA BERHAD** hereby appoint \_\_\_\_\_

\_\_\_\_\_ NRIC No. \_\_\_\_\_

of \_\_\_\_\_

or failing him/her, \_\_\_\_\_ NRIC No. \_\_\_\_\_

of \_\_\_\_\_

or Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf, at the Seventeenth Annual General Meeting of the Company to be held at the Conference Room, Lot 859, Section 66, Lorong Pangkalan, Off Jalan Pangkalan, Pending Industrial Estate, 93450 Kuching, Sarawak, on Tuesday, 7 September 2021 at 11:00 a.m. and at any adjournment thereof for/against \*the resolution(s) to be proposed thereat.

NO.	RESOLUTIONS	FOR	AGAINST
1.	To approve the payment of Directors' fees and Directors' other benefits up to RM170,000 for the financial year ending 31 December 2021.		
2.	To re-elect YBhg. Dato' Tay Tze How as Director of the Company.		
3.	To re-elect YBhg. Dato' Tay Tze Poh as Director of the Company.		
4.	To re-elect YBhg. Puan Sri Corinne Bua Nyipa as Director of the Company.		
5.	To re-appoint Messrs KPMG PLT as the Auditors of the Company and to authorise the Directors to determine their remuneration.		
6.	Retention of Miss Wong Siaw Wei as Independent Non-Executive Director.		
7.	Retention of YBhg. Puan Sri Corinne Bua Nyipa as Independent Non-Executive Director.		
8.	Authority to Issue Shares Pursuant to Sections 75 and 76 of The Companies Act 2016.		

\* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he/she thinks fit).

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Signature of Shareholder(s)/Common Seal

## NOTES:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 30 August 2021 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the 17<sup>th</sup> AGM.
- Where a member is an authorised 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 authorised 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 authorised 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 17<sup>th</sup> 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 17<sup>th</sup> AGM will be put to vote on a poll.

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The Company Secretary  
**ABM Fujiya Berhad**  
Registration No. 200301025904 (628324-W)  
Lot 2224, Section 66  
Lorong Pangkalan, Off Jalan Pangkalan  
Pending Industrial Estate  
93450 Kuching, Sarawak

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