



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE THIRTEENTH ANNUAL GENERAL MEETING OF ABM FUJIYA BERHAD WILL BE HELD AT THE CONFERENCE ROOM, LOT 859, SECTION 66, JALAN PANGKALAN, PENDING INDUSTRIAL ESTATE, 93450 KUCHING, SARAWAK, ON THURSDAY, 18 MAY 2017 AT 11:00 A.M. FOR THE FOLLOWING PURPOSES :**

### AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. **Note 1**
- To approve the payment of Directors' Fees of RM116,000 for the financial year ending 31 December 2017. **(Resolution 1)**
- To approve the payment of Directors' benefits to the Directors up to RM18,000 from 1st January 2017 until the next AGM of the Company. **(Resolution 2)**
- To re-elect YBhg Datuk Haji Abang Abdul Wahap Bin Haji Abang Julai, who is due to retire in accordance with Article 86 of the Company's Articles of Association and being eligible, has offered himself for re-election. **(Resolution 3)**
- To re-elect YBhg Dato' Ooi Teik Heng, who is due to retire in accordance with Article 86 of the Company's Articles of Association and being eligible, has offered himself for re-election. **(Resolution 4)**
- To re-elect Miss Wong Siaw Wei, who is due to retire in accordance with Article 86 of the Company's Articles of Association and being eligible, has offered herself for re-election. **(Resolution 5)**
- To re-appoint Messrs KPMG PLT as the Auditors of the Company and to authorise the Directors to determine their remuneration. **(Resolution 6)**

### AS SPECIAL BUSINESS

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

- Authority to Issue Shares Pursuant to Sections 75 and 76 of The Companies Act, 2016** **(Resolution 7)**

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, 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 to be issued does not exceed ten (10) percent of the issued 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 the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the Companies Act, 2016, the Articles of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issue."
- To transact any other ordinary business of which due notice shall have been given.

By order of the Board,

**Yeo Puay Huang** (LS 0000577)  
Company Secretary  
Dated : 26 April 2017

### EXPLANATORY NOTES TO SPECIAL BUSINESS Ordinary Resolution No. 7

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

The proposed Resolution 7 is intended to renew the authority granted to the Directors of the Company at the Twelfth Annual General Meeting of the Company held on 18 May 2016 to issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the issued share capital of the Company for the time being (hereinafter referred to as the "General Mandate").

The General Mandate granted by the shareholders at the Twelfth 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 meetings to approve such issue of shares.

#### NOTES:

- This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the members for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 11 May 2017 shall be entitled to attend, speak and vote at the Meeting.
- A proxy may but need not be a member of the Company.
- If the appointor is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- Where a member appoints two or more proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- Where a member of the Company 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.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at Lot 2224, Section 66, Lorong Pangkalan, Off Jalan Pangkalan, Pending Industrial Estate, 93450 Kuching, Sarawak, not less than 48 hours before the time for holding the Meeting or at any adjournment thereof.

### STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

Details of Individuals who are standing for election as Directors

There are no individuals who are standing for election as directors (excluding directors standing for re-election) at the Thirteenth Annual General Meeting.