



**MATANG BERHAD** (1142377-X)  
(Incorporated in Malaysia)

**NOTICE OF 4<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Fourth Annual General Meeting of the Company will be held at Function Rooms BCD, Level G, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur on Tuesday, 27 November 2018 at 2.30 p.m. for the following purposes:

**AGENDA**

**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 30 June 2018 and the Reports of the Directors and the Auditors thereon.  
(Please refer to Note No. 2)
- To approve the payment of a first and final single tier dividend of 0.2 sen per ordinary share for the financial year ended 30 June 2018. **Resolution 1**
- To approve the payment of Directors' Fees of RM85,000 in respect of the financial year ended 30 June 2018. **Resolution 2**
- To approve the payment of Directors' benefits (excluding Directors' fees) of up to RM60,000 for the financial period from 1 January 2019 to 31 December 2019.  
(Please refer to Note No. 3) **Resolution 3**
- To re-elect the following Directors retiring in accordance with Article 95 of the Constitution of the Company:-
  - Dato' Foong Chee Meng **Resolution 4**
  - Dato' Ng Keng Heng **Resolution 5**
  - Datuk Teoh Sew Hock **Resolution 6**
- To re-appoint Messrs BDO as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

**As Special Business**

To consider and if thought fit, to pass the following as Ordinary Resolution:

- Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016**  
"THAT pursuant to Section 75 and 76 of the Companies Act 2016 and subject to approvals from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and other relevant authorities, where approval is necessary, authority be and is hereby given to the Directors to allot and issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued shall not exceed 10% of the total number of issued shares of the Company for the time being **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."  
(Please refer to Note No. 4(i)) **Resolution 8**

To consider and if thought fit, to pass the following as Special Resolution:

- Proposed Adoption of New Constitution of the Company**  
"THAT approval be and is hereby given for the Company to revoke its existing Constitution with immediate effect and in place thereof, the proposed new Constitution as set out in Appendix I to the Company's Annual Report for the financial year ended 30 June 2018 be adopted as the Company's Constitution **AND THAT** the Directors of the Company be authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all such acts and things and take such steps as may be considered necessary to give effect to the foregoing."  
(Please refer to Note No. 4(ii)) **Resolution 9**

- To transact any other business of the Company of which due notice shall have been given.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS HEREBY GIVEN THAT** subject to the approval of shareholders at the Fourth Annual General Meeting of the Company, a first and final single tier dividend of 0.2 sen per ordinary share in respect of the financial year ended 30 June 2018 will be paid to shareholders on 8 January 2019. The entitlement date for the said dividend shall be on 18 December 2018.

A depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred to the depositor's securities account before 4.00 p.m. on 18 December 2018 in respect of transfers.
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

**LIM HOOI MOOI** (MAICSA 0799764)

**LAU YEN HOON** (MAICSA 7061368)

Joint Company Secretaries

Kuala Lumpur

Dated: 29 October 2018

**NOTES:**

**1. Appointment of Proxy**

- A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint one (1) proxy to attend and vote on his/her behalf.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member 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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where an exempt authorized nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote shall have the same rights as the member to move any resolution or amendment thereto and to speak at the meeting.
- 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, either under its common seal or the hand of its officer or its duly authorised attorney.
- The instrument of proxy must be deposited at the Share Registrar's Office situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 16 November 2018 and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxy(ies) to attend and vote on his/her behalf.

**2. Agenda Item No. 1**

This item of the Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

**3. Agenda Item No. 4**

The approval for the proposed Resolution No. 3 in relation to the payment of Directors' benefits is sought pursuant to Section 230(1) of the Companies Act 2016. The proposed Resolution is to facilitate payment of Directors' benefits on current financial year basis until the conclusion of the Company's next Annual General Meeting in 2019. In the event the Directors' benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size etc.), approval will be sought at the next Annual General Meeting for the additional amount to meet the shortfall.

Directors' benefits include allowances and other emoluments payable to Directors and in determining the estimated total the Board had considered various factors including the number of scheduled meetings for the Board, Board Committees, Board meetings of subsidiaries and covers the period from 1 January 2019 to 31 December 2019 (the due date for which the next Annual General Meeting should be held).

**4. Explanatory Notes on Special Businesses**

(i) **Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution under Resolution No. 8 is to seek a renewal of general mandate to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to placement of shares for the purposes of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration. Should the mandate be exercised, the Directors will utilize the proceeds raised for the aforesaid applications as they may in their absolute discretion deem fit.

As at the date of this Notice, the Company has not issued any new shares under this general mandate.

(ii) **Proposed Adoption of New Constitution of the Company**

The proposed Special Resolution under Resolution No. 9 will bring the Company's Constitution in line with the Companies Act 2016 and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

In view of the substantial amount of amendments to the Company's existing Constitution for the above-mentioned purposes, the Company proposed that the existing Constitution be replaced in its entirety with a new Constitution as set out in Appendix I to the Company's Annual Report.

The shareholders' approval is being sought under Special Resolution for the Company to adopt the New Constitution as per Appendix I to the Annual Report in accordance with Section 36(1) of the Companies Act 2016. The Appendix I on the proposed new Constitution shall take effect once the proposed Resolution No. 9 has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Fourth Annual General Meeting of the Company.