

# NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting ("AGM") of Kia Lim Berhad will be held at The Katerina Hotel, 8, Jalan Zabedah, 83000 Batu Pahat, Johor Darul Takzim on Wednesday, 27 May 2015 at 12.00 noon to transact the following businesses.

## Agenda

### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2014 together with the Directors' and Auditors' Report thereon. *Refer to Note (a)*
2. To approve the payment of Directors' fees for the year ended 31 December 2014. RESOLUTION 1
3. To re-elect the following Directors who retire during the year in accordance with Article 80 of the Company's Articles of Association and being eligible, offer themselves for re-election: -
  - i) Datuk Ng Yeng Keng @ Ng Ka Hiatt RESOLUTION 2
  - ii) Datuk Ariss Bin Samsudin RESOLUTION 3
4. To re-appoint the following Directors to hold office until the next AGM pursuant to Section 129 (6) of the Companies Act, 1965.
  - (i) "THAT pursuant to Section 129(6) of the Companies Act, 1965, Dr Ng Yam Puan @ Ng Ah Bah be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next AGM." RESOLUTION 4
  - (ii) "THAT pursuant to Section 129(6) of the Companies Act, 1965, Mr Tan See Chip be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next AGM." RESOLUTION 5
  - (ii) "THAT pursuant to Section 129(6) of the Companies Act, 1965, En Mohd Salleh Bin Jantan be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next AGM." RESOLUTION 6
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration. RESOLUTION 7

### SPECIAL BUSINESS


6. To consider and, if thought fit, to pass the following Ordinary Resolutions: -

ORDINARY RESOLUTION 1  
AUTHORITY TO ALLOT SHARES - SECTION 132D RESOLUTION 8

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and also empowered to obtain 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 AGM of the Company." *Refer to Note (b)*

ORDINARY RESOLUTION 2  
CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT DIRECTOR RESOLUTION 9

"THAT authority be and is hereby given to Mr Loh Chee Kan to continue to serve as an Independent Director of the Company in accordance with Malaysian Code On Corporate Governance 2012." *Refer to Note (c)*



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### ORDINARY RESOLUTION 3 CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT DIRECTOR

RESOLUTION 10

"THAT authority be and is hereby given to Mr Chua Syer Cin to continue to serve as an Independent Director of the Company in accordance with Malaysian Code On Corporate Governance 2012."

*Refer to Note (c)*

### ORDINARY RESOLUTION 4 CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT DIRECTOR

RESOLUTION 11

"THAT authority be and is hereby given to En Mohd Salleh Bin Jantan to continue to serve as an Independent Director of the Company in accordance with Malaysian Code On Corporate Governance 2012."

*Refer to Note (c)*

7. To transact any other business appropriate to an AGM, due notice of which shall have been previously given in accordance with the Act and the Company's Articles of Association.

BY ORDER OF THE BOARD

LEONG SIEW FOONG  
MAICSA No. 7007572  
Company Secretary

Johor Bahru  
5 May 2015

#### NOTES:

1. A member of the Company entitled to attend and vote at the Meeting shall not be entitled to appoint more than two proxies to attend and vote in his stead. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
2. A proxy may but need not be a member of the Company and if the proxy is not a member of the Company, Section 149 of the Companies Act, 1965 shall not be applicable. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to speak at the meeting.
3. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") 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 accounts it holds.
4. Where a member is an authorised nominee as defined under the SICDA it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its attorney.
6. All forms of proxy must be deposited at the Registered Office of the Company situated at Suite 6.1A, Level 6, Menara Pelangi, Jalan Kuning, Taman Pelangi, 80400 Johor Bahru, Johor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting.

#### EXPLANATORY NOTES:

- (a) This Agenda item is meant for discussion only as the provision of Section 169 (1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence, it is not put forward for voting.
- (b) Resolution 8

The proposed Resolution 8 will give powers to the Directors to issue up to a maximum ten per centum (10%) of the issued share capital of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The general mandate sought for issue of securities is a renewal to a general mandate sought in the preceding year. The Company did not utilize the mandate sought during the financial year ended 31 December 2014. The renewal of the general mandate is 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 exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

- (c) Resolutions 9, 10 and 11

Mr Loh Chee Kan, Mr Chua Syer Cin and En Mohd Salleh Bin Jantan are Independent Directors of the Company who have served the Company for more than nine years.

In line with the Malaysian Code on Corporate Governance 2012, the Nomination Committee has assessed their independence as defined in the Main Market Listing Requirements of Bursa Securities which have not been compromised all these while. In fact, they exercise their judgment in an independent and unfettered manner, discharge their duties with reasonable care, skill and diligent; bringing independent thought and experience to board deliberations and decision making process all these while which is valuable to the Company. To that, the Board recommends Mr Loh Chee Kan, Mr Chua Syer Cin and En Mohd Salleh Bin Jantan to continue their office as Independent Directors according to the resolutions put forth in the forthcoming Annual General Meeting.