



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** THAT the Fourth Annual General Meeting ("AGM") of Salutica Berhad will be held at The Jubilee Ballroom, Level 1, Royal Perak Golf Club, Jalan Sultan Azlan Shah, 31400 Ipoh, Perak Darul Ridzuan, Malaysia on Thursday, 24 November 2016 at 10:00 a.m. for the following purposes:-

### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2016 together with the Directors' and Auditors' Reports thereon. *Please refer to Note A.*
2. To approve the payment of Directors' Fees amounting to RM202,708.00 for the financial year ended 30 June 2016. *Resolution 1*
3. To re-elect the following Directors retiring in accordance with the Company's Articles of Association and being eligible, have offered themselves for re-election:-
  - (i) Mr. Lim Chong Shyh (Article 95) *Resolution 2*
  - (ii) Mr. Joshua Lim Phan Yih (Article 95) *Resolution 3*
4. To re-appoint Messrs PricewaterhouseCoopers as Auditors for the financial year ending 30 June 2017 and to authorise the Directors to fix their remuneration. *Resolution 4*

### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, as Ordinary/Special Resolutions:-

#### 5. ORDINARY RESOLUTION

##### Proposed Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965

*Resolution 5*

" THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals from the relevant governmental and/or regulatory 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 ten (10) percent of the issued share capital of the Company for the time being, AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company."

#### 6. SPECIAL RESOLUTION

##### Proposed amendments to the Articles of Association of the Company to facilitate the proposed transfer the listing of and quotation for the entire issued and paid-up share capital of Salutica from the ACE Market to the Main Market of Bursa Securities ("Proposed Amendments")

*Resolution 6*

"THAT the proposed amendments to the Articles of Association of the Company to facilitate the Proposed Transfer be and is hereby approved as follow:-

Existing Article No. 2	Proposed Article No. 2
"Listing Requirements"	"Listing Requirements"
The ACE Market Listing Requirements of the Exchange as may be amended from time to time including any re-enactment thereof and such guidance notes or circulars as may be amended by the Exchange from time to time.	<b>The ACE Market or Main Market Listing Requirements</b> (as the case may be) of the Exchange as may be amended from time to time including any re-enactment thereof and such <b>guidance or practice notes</b> (as the case may be) or circulars as may be amended by the Exchange from time to time.

AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to the Proposed Amendments."

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

By Order of the Board

**CHAN CHEE KHEONG (MAICSA 0810287)**

**CHAN SHOOK LING (MIA 17167)**

Company Secretaries

Ipoh  
28 October 2016

### NOTES:

#### A. Audited Statement of Accounts

This agenda item is intended for discussion only as under Section 169(1) of the Companies Act, 1965, the Audited Financial Statements do not require formal approval of shareholders. As such, this agenda item will not be put forward for voting.

#### B. Appointment of Proxy

- (i) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend and vote in his place. A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act 1965 shall not apply.
- (ii) A member of the Company who is entitled to attend and vote at a meeting of the Company may not appoint more than one (1) proxy to attend, speak and vote instead of the member at the meeting.
- (iii) A member of the Company, who is an authorised nominee as defined under Securities Industry (Central Depositories) Act 1991, 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.
- (iv) Where a member of the Company 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.
- (v) Where an exempt authorised 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.
- (vi) The instrument appointing a proxy shall be executed by the appointor or any person duly authorised by the appointor or, if the appointor is a corporation, executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution, shall be deposited at the Share Registrar's Office, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote.
- (vii) For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 16 November 2016. Only a Member whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, speak and vote on his/her behalf.

### EXPLANATORY NOTES ON SPECIAL BUSINESS

#### 1. (i) Ordinary Resolution

##### Proposed Authority to Allot and Issue New Shares

The proposed Resolution 5 is a new mandate and, if passed, will give the flexibility and authority to the Directors of the Company to issue new shares up to maximum of 10% of the issued share capital of the Company at any point of time, for such purposes as they consider would be in the interest of the Company. This authority shall commence immediately upon the passing of this ordinary resolution until the conclusion of the next AGM, unless otherwise revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting. The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposal involves the issue of new shares, the Directors, under certain circumstances when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issue capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue and allot shares at any time to such persons/corporations in their absolute discretion for the purpose of funding current and/or future investment(s), working capital and/or acquisitions.

#### (ii) Special Resolution

##### Proposed Amendments to the Articles of Association of the Company to facilitate the Proposed Transfer

The proposed Resolution 6, if passed, will facilitate the proposed transfer listing from the ACE Market to the Main Market of Bursa Securities which is subject to the approval of Bursa Securities, the Securities Commission Malaysia and other relevant government and/or regulatory authorities.

### POLL VOTING

Pursuant to Paragraph 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all the Resolutions set out in this Notice will be put to vote by poll.

### PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, vote and speak at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.