



**NOTICE IS HEREBY GIVEN** THAT the Fifth Annual General Meeting ("AGM") of Salutica Berhad will be held at The Ballroom, Ground Floor, Impiana Hotel Ipoh, No. 18 Jalan Sultan Nazrin Shah, 30250 Ipoh, Perak Darul Ridzuan, Malaysia on Friday, 24 November 2017 at 10:00 a.m. for the following purposes:-

**ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Directors' and Auditors' Reports thereon. **Please refer to Explanatory Note 1**
- To approve the payment of Directors' Fees of RM400,000.00 for the financial year ended 30 June 2017. **Resolution 1**
- To approve the payment of benefits payable to the Director (excluding Directors' fees) up to an amount of RM8,454.00 from 31 January 2017 to the financial year ended 30 June 2017. **Resolution 2 (Please refer to Explanatory Note 2)**
- To approve the payment of benefits payable to the Director (excluding Directors' fees) up to an amount of RM30,000.00 from 1 July 2017 until the next Annual General Meeting 2018 of the Company. **Resolution 3 (Please refer to Explanatory Note 2)**
- 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:-
  - Mr. Chia Chee Hoong (Article 95) **Resolution 4**
  - Mr. Low Teng Lum (Article 95) **Resolution 5**
  - Ms. Chan Shook Ling (Article 101) **Resolution 6**
- To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company for the financial year ending 30 June 2018 and to authorise the Directors to fix their remuneration. **Resolution 7**

**SPECIAL BUSINESS**

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

- Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016** **Resolution 8**  
 "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised to allot shares in the Company, from time to time, at such price, or other consideration whether cash or otherwise upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at general meeting."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

By Order of the Board

**CHAN CHEE KHEONG (MAICSA 0810287)**  
**CHAN SHOOK LING (MIA 17167)**  
 Company Secretaries

Ipoh  
 31 October 2017

**NOTES**

- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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 17 November 2017. 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. All resolutions set out in the Notice of the Meeting are to be voted by poll.
- By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote 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.

**EXPLANATORY NOTES**

- Item 1 of the Agenda – The Audited Financial Statements for the financial year ended 30 June 2017 together with the Directors' and Auditors' Reports thereon**  
 This agenda item is intended for discussion only under Section 340(1)(a) of the Companies Act, 2016, the audited financial statements do not require formal approval of shareholders. As such, this agenda item will not be put forward for voting.
- Resolution 2 and 3 – Director's benefits**  
 Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits payable to the Directors of the Company and its subsidiary will have to be approved by the shareholders at a general meeting. The Company is seeking shareholders' approval for the payment of Director's benefits of its subsidiary for the provision of a Company Car and Golf Membership with the benefits structure set out below:-
  - Provision of benefits-in-kind of a Company Car and Golf Membership up to an amount of RM8,454.00 from 31 January 2017 to the financial year ended 30 June 2017.
  - Provision of benefits-in-kind of a Company Car and Golf Membership up to an amount of RM30,000.00 from 1 July 2017 until the next Annual General Meeting 2018 of the Company.  
 In the event the proposed amounts are insufficient (e.g. due to increase of golf membership fee), approval will be sought at the next Annual General Meeting for the shortfall.
- Resolution 8 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**  
 The proposed Resolution 8 is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the Fourth Annual General Meeting held on 24 November 2016 as there were no requirements for such fund raising activities.  
 The proposed Resolution 8, if passed, would provide flexibility to the Directors to undertake corporate exercises that may involve but not limited to share swaps or fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's future investment project(s), working capital, repayment of borrowings and/or acquisitions(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier.