

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth Annual General Meeting of Bonia Corporation Berhad will be held at Le Quadri Hotel, Block E (Grand Ballroom), South Wing, No. 1, Jalan Menara Gading 1, UCSI Heights, Taman Connaught, 56000 Cheras, Kuala Lumpur, Wilayah Persekutuan, Malaysia on Thursday, 28 November 2019 at 9.30 am to transact the following businesses, with or without modifications thereto:

AGENDA

ORDINARY BUSINESS

1. To lay the Audited Financial Statements for the financial year ended 30 June 2019 together with the reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
2. To re-elect the following Directors who retire pursuant to the Constitution of the Company and being eligible, have offered themselves for re-election:
 - 2.1 Chong Sai Sin (Clause 86) *Ordinary Resolution 1*
 - 2.2 Chiang Sang Sem (Clause 86) *Ordinary Resolution 2*
 - 2.3 Chong Chin Look (Clause 86) *Ordinary Resolution 3*
3. To re-appoint Messrs BDO PLT as Auditors of the Company for the financial year ending 30 June 2020 and to authorise the Board of Directors to fix their remuneration. *Ordinary Resolution 4*
4. To approve the Directors' fees of Bonia Corporation Berhad and its subsidiaries of RM1,629,673 for the financial year ended 30 June 2019 to be divided amongst the Directors in such manner as they may determine. *Ordinary Resolution 5*
5. To approve the Directors' fees of Bonia Corporation Berhad and its subsidiaries not exceeding RM1,688,000 for the financial year ending 30 June 2020 to be divided amongst the Directors in such manner as they may determine, with payment of the fees to be made semi-annually in arrears at the end of each half-year. *Ordinary Resolution 6*
6. To approve the Directors' benefits of Bonia Corporation Berhad up to an amount of RM105,000 for the period from 29 November 2019 until the next Annual General Meeting. *Ordinary Resolution 7*

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

7. **Retention of Independent Non-Executive Director**

"THAT subject to the passing of Ordinary Resolution No.1, Chong Sai Sin shall continue to serve as an Independent Non-Executive Director of the Company notwithstanding that his tenure as an independent director has exceeded a cumulative term of 9 years."

Ordinary Resolution 8
8. **Approval for Allotment of shares or Grant of rights**

"THAT the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue not more than 10% of the total number of issued shares of the Company (excluding treasury shares, if any) at any time, upon such terms and conditions and for such purposes as the Directors in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force, and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be allotted and issued after the expiration of the approval hereof, and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted and issued on the Bursa Malaysia Securities Berhad."

Ordinary Resolution 9



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9. **Proposed renewal of shareholders' mandate to enable Bonia Corporation Berhad to purchase up to 10% of its total number of issued shares ("Proposed Share Buy-Back")**

"THAT subject to all the applicable laws and regulations, the Directors be and are hereby authorised to purchase the ordinary shares of the Company through the stock exchange of Bursa Malaysia Securities Berhad at any time upon such terms and conditions as the Directors in their absolute discretion deem fit and in the interests of the Company provided that the aggregate number of shares purchased (which are to be treated as treasury shares) does not exceed 10% of the total number of issued shares of the Company; and the funds allocated for the purchase of shares shall not exceed its retained profits for the time being.

THAT the Directors be and are hereby further authorised to deal with the treasury shares in their absolute discretion pursuant to Section 127(7) of the Companies Act 2016.

THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company following the general meeting at which the Proposed Share Buy-Back was passed at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or the expiration of the period within which the next annual general meeting after that date is required by law to be held; or the revocation or variation by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

AND THAT the Board of Directors be and is hereby authorised to do all such acts and things (including executing such documents as may be required) in the said connection and to delegate all or any of the powers herein vested in them to any Director(s) or any officer(s) of the Company to give effect to the aforesaid share buy-back in the best interest of the Company."

Ordinary Resolution 10

10. To transact any other ordinary business for which due notice has been given.

By Order of the Board
CHONG CHIN LOOK (MIA 8043)
CHOK KWEE WAH (MACS 00550)
TAN KEAN WAI (MAICSA 7056310)
Company Secretaries

30 October 2019
Kuala Lumpur

Notes:

- Only a depositor whose name appears on the Record of Depositors as at 18 November 2019 shall be entitled to attend, participate, speak and vote at this Meeting as well as for appointment of any person as his proxy(ies) to exercise all or any of his rights to attend, participate, speak and vote at the Meeting on his stead.
- Where a member appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. However, a member shall not, subject to Paragraphs (3) and (4) below, be entitled to appoint more than 2 proxies to attend and vote at the Meeting.
- Where a member is an exempt authorised nominee (EAN) as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account (omnibus account), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of 2 proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- Where a member entitled to vote on a resolution has appointed more than 1 proxy, the proxies shall only be entitled to vote on any question at the Meeting on poll provided that the member specifies the proportion of his holdings to be represented by each proxy.
- Where a member is a corporation, it may also by resolution of its directors or other governing body authorising a person or persons to act as its representative or representatives to exercise all or any of its rights to attend, participate, speak and vote at the Meeting on its stead.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority on the appointed proxy to demand or join in demanding a poll.

The instrument appointing a proxy or proxy form and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority, certified by an advocate and solicitor or where the member is a body corporate, the copy of the power or authority may also be certified by an authorised officer of that member, shall be deposited at the office of the Share Registrar of the Company, Bina Management (M) Sdn. Bhd. at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll as may be provided or permitted under the applicable laws, and in default the instrument of proxy or proxy form shall not be treated as valid. *Faxed, photocopied, and electronically scanned copies of the duly executed Proxy Form are not acceptable.*

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Explanatory Notes:

1. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all the resolutions set out in this Notice will be put to vote by poll.
2. *Item 1 of the Agenda* - This item is meant for discussion only as the provision of Section 340 of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Henceforth, this item is not put forward for voting.
3. *Items 2 and 7 of the Agenda* - The resolutions, if approved, will authorise the continuity in office of the Directors. An annual assessment on the effectiveness of the Directors (including the independence of Independent Non-Executive Directors) has been undertaken for the financial year ended 30 June 2019 and the result was satisfactory to the Board.
4. *Item 3 of the Agenda* - BDO (AF0206), being the Auditors of the Company for the financial year ended 30 June 2019, was converted from a conventional partnership into a limited liability partnership and assumed its present name, BDO PLT (LLP0018825-LCA & AF0206) since January 2019, and they have expressed their willingness to continue in office.
5. *Items 4, 5 and 6 of the Agenda* - Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors, and any benefits payable to the directors including compensation for loss of employment of a director or former director of a listed company and its subsidiaries, shall be approved at a general meeting.
The resolutions, if approved, will authorise:
 - (i) the payment of the Directors' fees to the Directors of Bonia Corporation Berhad by the Company and several of its local and foreign subsidiaries; and
 - (ii) the payment of the Directors' benefits to the Independent Non-Executive Directors of Bonia Corporation Berhad by the Company for the period from 29 November 2019 until the next AGM in year 2020 that are derived from:
 - (a) the fixed allowance for membership of the Audit & Risk Management Committee and Nomination & Remuneration Committee of RM20,000 per person per financial year; and
 - (b) the estimated meeting allowance based on the number of scheduled and unscheduled meetings (where necessary) of the Board and Board committees of RM500 per day of meeting.
6. *Item 8 of the Agenda* - The resolution, if approved, will renew the existing mandate granted by the shareholders of the Company at the preceding annual general meeting held on 26 November 2018, and to empower the Directors to allot and issue up to 10% of the total number of issued shares (excluding treasury shares, if any) of the Company from time to time for such purposes as the Directors consider would be in the best interest of the Company. This is to provide flexibility and avoid any delay and cost in convening a general meeting for such issuance of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding current or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or so forth. The authorisation, unless revoked or varied by a resolution of the Company, will expire at the conclusion of the annual general meeting held next after the approval was given; or at the expiry of the period within which the next annual general meeting is required by law to be held after the approval was given, whichever is the earlier.
As at the date of this Notice, no new shares in the Company were issued pursuant to the existing mandate which will lapse at the conclusion of the forthcoming annual general meeting.
7. *Item 9 of the Agenda* - The details of the proposal are set out in the Circular to Shareholders dated 30 October 2019 and is published at the Company's website at <http://ir.bonia.com/>