



## BONIA CORPORATION BERHAD

(22934-F)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Second Annual General Meeting of the Company will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasia 3, 57000 Bukit Jalil, Kuala Lumpur, Wilayah Persekutuan on Thursday, 21 November 2013 at 11.30 a.m. for the transaction of the following businesses:

#### AGENDA

##### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the year ended 30 June 2013 together with the reports of the Directors and Auditors thereon.  
Please refer to Explanatory Note 1
- To declare a Final Dividend of 10% under single tier system for the financial year ended 30 June 2013. Ordinary Resolution 1
- To approve the payment of Directors' fees for the financial year ended 30 June 2013. Ordinary Resolution 2
- To re-elect the following Directors who retire pursuant to Article 96 of the Articles of Association of the Company:  
(i) Chiang Sang Bon Ordinary Resolution 3  
(ii) Chiang Fong Tat Ordinary Resolution 4
- To re-appoint Messrs BDO as Auditors of the Company for the financial year ending 30 June 2014 and to authorise the Directors to fix their remuneration. Ordinary Resolution 5

##### SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions, with or without modifications thereto:

- Re-appointment of Director pursuant to Section 129(6) of the Companies Act, 1965  
"THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Shahbudin Bin Imam Mohamad be re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company." Ordinary Resolution 6
- Continuing in office of Independent Non-Executive Directors  
(i) "THAT authority be and is hereby given to Datuk Ng Peng Hong @ Ng Peng Hay who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company." Ordinary Resolution 7  
(ii) "THAT authority be and is hereby given to Lim Fong Boon who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company." Ordinary Resolution 8

- Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965  
"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions, for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued in any one financial year of the Company does not exceed ten per centum (10%) of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." Ordinary Resolution 9

- Proposed Share Buy-Back by Bonia Corporation Berhad of Up To 10% of Its Own Issued and Paid-up Share Capital

"THAT subject to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any other relevant authorities, the Directors of the Company be and are hereby unconditionally and generally authorised, to the extent permitted by law, to purchase such number of ordinary shares of RM0.50 each in the Company as may be determined by the Directors from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that the maximum aggregate number of ordinary shares which may be purchased and/or held by the Company shall not exceed ten per centum (10%) of its issued and paid-up share capital; and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the retained profits and/or share premium account of the Company for the time being.  
THAT upon completion of the purchase(s) by the Company of its own shares, the Directors are authorised to decide at their discretion to cancel all the shares so purchased and/or to retain the shares so purchased as treasury shares of which may be distributed as dividends to shareholders and/or to resell on the market of Bursa Malaysia Securities Berhad and/or to retain part thereof as treasury shares and cancel the remainder.

THAT the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps as necessary (including opening and maintaining of a central depositories account under the Securities Industry (Central Depository) Act, 1991); and to enter into and execute all relevant documents with any party or parties to implement, finalise and give full effect to the aforesaid purchase(s) with full powers to assent to any conditions, modifications, variations and/or amendments, as may be required or imposed by any relevant authority or authorities.

AND THAT the authority conferred by this resolution shall continue to be in force until the conclusion of the next annual general meeting of the Company, following the general meeting at which this resolution was passed at which time it will lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or the expiration of the period within which the next annual general meeting of the Company 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, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date." Ordinary Resolution 10

- Proposed Adoption of A New Set of Articles of Association of the Company  
"THAT the entire set of Articles of Association as set out in the Appendix 1 of the Circular to Shareholders of the Company dated 29 October 2013 be adopted in substitution for and to the exclusion of the Articles of Association of the Company now subsisting AND THAT the Directors be and are hereby authorised to do all acts and things and take all steps as may be necessary to give effect to this resolution." Special Resolution

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

##### NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders of the Company at the Twenty-Second Annual General Meeting, a Final Dividend of 10% under single tier system for the financial year ended 30 June 2013 will be paid on 6 December 2013 to the Depositors whose names appear in the Record of Depositors at the close of business on 26 November 2013.

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

- shares transferred into the Depositor's Securities Account before 4.00 p.m. on 26 November 2013 in respect of ordinary transfers; and

- shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

CHONG CHIN LOOK (MIA 8043)  
CHOK KWEE WAH (MACS 00550)  
TAN KEAN WAI (MCAICSA 7056310)  
Company Secretaries

29 October 2013  
Petaling Jaya

##### Notes:

- Only members registered in the Record of Depositors as at 15 November 2013 shall be eligible to attend, speak and vote at this meeting or appoint proxy to attend and vote for his/her behalf.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. Where a member appoints two or more proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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.
- Shareholders' attention is hereby drawn to the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, which allows a member of the Company which is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991, who holds ordinary shares in the Company for multiple beneficial owners in one securities amount ("omnibus account") to appoint multiple proxies in respect of each omnibus account it holds.
- The instrument appointing a proxy, or the power of attorney or a certified copy thereof shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, in the case of a corporation, executed under its common seal or the hand of its officer or attorney duly authorised in that behalf.
- The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a certified copy of that power of attorney, must be deposited at the Company's Registered Office situated at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding the meeting or any adjournment thereof.

##### Explanatory Notes:

- Item 1 of the Agenda  
This item is meant for discussion only as pursuant to Section 169(1) of the Companies Act, 1965, it does not require shareholders' approval for the Audited Financial Statements. Henceforth, this item is not put forward for voting.
- Item 6 of the Agenda  
The Board of Directors of the Company, having assessed the performance of Dato' Shahbudin Bin Imam Mohamad (who is over the age of 70 years), is satisfied with the skills, contribution and objectivity that Dato' Shahbudin Bin Imam Mohamad brings to the Board and recommends that Dato' Shahbudin Bin Imam Mohamad be re-appointed as Director of the Company.
- Item 7 of the Agenda  
The Board of Directors of the Company, having assessed the independence of Datuk Ng Peng Hong @ Ng Peng Hay and Lim Fong Boon, regarded both Datuk Ng Peng Hong @ Ng Peng Hay and Lim Fong Boon to be independent based amongst others, the following justifications and recommends that both Datuk Ng Peng Hong @ Ng Peng Hay and Lim Fong Boon be retained as Independent Non-Executive Directors of the Company:-
  - Both Datuk Ng Peng Hong @ Ng Peng Hay and Lim Fong Boon fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, they would be able to function as check and balance, bring an element of objectivity to the Board;
  - Both Datuk Ng Peng Hong @ Ng Peng Hay and Lim Fong Boon do not have any conflict of interest with the Company and have not been entering/are not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies.
  - Both Datuk Ng Peng Hong @ Ng Peng Hay and Lim Fong Boon has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
  - Both Datuk Ng Peng Hong @ Ng Peng Hay and Lim Fong Boon had exercised their due care and diligence during their tenure as Independent Non-Executive Directors of the Company and carried out their professional duties in the best interest of the Company and shareholders.
- Item 8 of the Agenda  
The Proposed Ordinary Resolution 9 is for the purpose of granting a general mandate for renewal ("General Mandate") and empowering the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965 to issue new shares in the Company from time to time provided that aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last annual general meeting held on 12 December 2012 which will lapse at the conclusion of the forthcoming annual general meeting.

- Item 9 of the Agenda  
The Proposed Ordinary Resolution 10, if passed, will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the issued and paid-up share capital of Bonia Corporation Berhad by utilising the funds allocated which shall not exceed the total retained profits and share premium account of the Company.

Based on the audited financial statements of the Company for the financial year ended 30 June 2013, the audited retained profits and share premium account stood at approximately RM65,363,000 and RM476,000, respectively.

- Item 10 of the Agenda  
The Proposed Adoption of A New Set of Articles of Association is to streamline the Company's Articles of Association to be aligned with the new and/or amended provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other prevailing statutory and regulatory requirements and/or other applicable rules and guidelines which have been revised.