



## **FAJARBARU BUILDER GROUP BHD**

Registration No. 199301026907 (281645-U)  
(Incorporated in Malaysia)

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-Seventh Annual General Meeting of the Company will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 1 December 2021 at 10.00 a.m.

#### **A G E N D A**

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|-----|--|---|
| 1)  | To receive the Audited Financial Statements for the year ended 30 June 2021 together with the Reports of the Directors and Auditors thereon.   | (Refer to<br>Explanatory Notes i)                   |
| 2)  | To re-elect Mr. Ooi Leng Chooi who retires in accordance with Clause 83 of the Company's Constitution and who being eligible, offers himself for re-election.  | Resolution 1  |
| 3)  | To re-elect Tan Sri Dato' Sri Chan Kong Choy who retires in accordance with Clause 90 of the Company's Constitution and who being eligible, offers himself for re-election.  | Resolution 2  |
| 4)  | To re-elect Tan Sri Dato' Sri Kuan Peng Ching @ Kuan Peng Soon who retires in accordance with Clause 90 of the Company's Constitution and who being eligible, offers himself for re-election.                      | Resolution 3  |
| 5)  | To re-elect Datuk Seri Lau Kuan Kam who retires in accordance with Clause 90 of the Company's Constitution and who being eligible, offers himself for re-election.   | Resolution 4  |
| 6)  | To re-elect Ir. Kong Kam Loong who retires in accordance with Clause 90 of the Company's Constitution and who being eligible, offers himself for re-election.  | Resolution 5  |
| 7)  | To approve the payment of Directors' fees amounting to RM255,000 up to the Twenty-Seventh Annual General Meeting, payable to Non-Executive Directors.  | Resolution 6<br>(Refer to<br>Explanatory Notes ii)  |
| 8)  | To approve the payment of Directors' benefits up to an amount of RM90,000, from 1 April 2021 up to the Twenty-Seventh Annual General Meeting, payable to newly appointed Non-Executive Directors.                  | Resolution 7<br>(Refer to<br>Explanatory Notes iii) |
| 9)  | To approve the payment of Directors' fees amounting to RM430,000 for the period from the Twenty-Seventh Annual General Meeting until the next Annual General Meeting payable to Non-Executive Directors.           | Resolution 8  |
| 10) | To approve the payment of Directors' benefits up to an amount of RM135,000 for the period from the Twenty-Seventh Annual General Meeting until the next Annual General Meeting payable to Non-Executive Directors. | Resolution 9<br>(Refer to<br>Explanatory Notes iv)  |
| 11) | To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company for the financial year ending 30 June 2022 and to authorise the Directors to fix their remuneration.  | Resolution 10                                       |

## **Special Business**

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

**12) Continuation in office as Independent Director**

“THAT approval be and is hereby given to Dato’ Ismail Bin Haji Omar, who has served as an Independent Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Director.”

**Resolution 11  
(Refer to  
Explanatory Notes v)**

**13) Authority to Issue Shares**

“THAT pursuant to Section 75 and Section 76 of the Companies Act, 2016, the Directors be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed ten per centum (10%) of the total number of issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issue.”

**Resolution 12  
(Refer to  
Explanatory Notes vi)**

**14) Proposed Renewal of Share Buy-back Authority**

“THAT subject to the Companies Act, 2016, the provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant authorities, the Company be and is hereby authorised to allocate an amount not exceeding the retained profits of the Company for the purpose of and to purchase such amount of ordinary shares (“Proposed Share Buy-back”) in the Company as may be determined by the Directors of the Company from time to time on the market of the Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company AND THAT upon completion of the purchase by the Company of its own shares, the Directors are authorised to decide at their discretion to cancel all or part the shares so purchased and/or to retain all or part 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 Securities and/or to retain part thereof as treasury shares and cancel the remainder; AND THAT the Directors be and are hereby authorised and empowered to do all acts and things to give full effect to the Proposed Share Buy-back AND FURTHER THAT such authority shall commence immediately upon passing of this resolution until:

**Resolution 13  
(Refer to  
Explanatory Notes vii)**

- i) the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed either unconditionally or subject to conditions; or
- ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- iii) revoke or varied by ordinary resolution of the shareholders of the Company at a general meeting;

whichever is the earliest.”

**15) To transact any other business for which due notice shall have been given.**

## BY ORDER OF THE BOARD

**TAN KOK AUN** (SSM PC No. 201908003805) (MACS 01564)  
**NIP CHEE SIEN** (SSM PC No. 202008003954) (MAICSA 7066996)  
Company Secretaries

Kuala Lumpur,  
28 October 2021

### Notes :

1. *A Member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote instead of him at a general meeting who shall represent all the shares held by such member, and where a member holding more than one thousand (1,000) ordinary shares may appoint more than one (1) proxy to attend and vote instead of him at the same meeting. Where a member appoints more than (1) proxy, he shall specify the proportion of his shareholdings to be represented by each proxy.*
2. *Where a Member is an Exempt Authorised Nominee 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 account it holds.*
3. *A proxy may but need not be a member of the Company.*
4. *If the appointer is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.*
5. *The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or a certified true copy thereof shall be deposited at the Company's Registrar Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time set for the Meeting.*
6. *Depositor whose name appears on the Record of Depositors as at 23 November 2021 shall be regarded as member of the Company and entitled to attend and vote at the meeting or to appoint proxy(ies) to attend and vote at meeting.*

### EXPLANATORY NOTES

- i. Agenda on Item 1 is meant for discussion only as the provision of Section 340 (1) (a) of the Companies Act, 2016 does not require a formal approval of the shareholders, and hence is not put forward for voting.
- ii. To approve the payment of Directors' fees amounting to RM255,000 up to the Twenty-Seventh Annual General Meeting, payable to Non-Executive Directors  
  
The proposed Resolution 6 in item 7 is to seek shareholders' approval on the Directors' fees of RM255,000 payable to Non-Executive Directors.
- iii. To approve the payment of Directors' benefits up to an amount of RM90,000, from 1 April 2021 up to the Twenty-Seventh Annual General Meeting, payable to newly appointed Non-Executive Directors  
  
The proposed Resolution 7 in item 8 is to seek shareholders' approval the payment of Directors' benefit of RM90,000 to Directors' whom were appointed during the year 2021.  
  
The benefits payable to Non-Executive Directors comprise of allowances, benefit-in-kind and other emoluments.
- iv. To approve the payment of Directors' benefits up to an amount of RM135,000 for the period from the Twenty-Seventh Annual General Meeting until the next Annual General Meeting payable to Non-Executive Directors  
  
The proposed Resolution 9 in item 10 is to seek shareholders' approval the payment of Directors' benefit of RM135,000.  
  
The benefits payable to Non-Executive Directors comprise of allowances, benefit-in-kind and other emoluments.

### EXPLANATORY NOTES ON SPECIAL BUSINESS

- v. Continuation in office as Independent Director  
  
The proposed Resolution 11 in item 12 is to seek shareholders' approval to retain Dato' Ismail Bin Haji Omar as Independent Director. Dato' Ismail has served in that capacity since August 2011.  
  
The Board has assessed the independence of Dato' Ismail and recommended that he continues to act as Independent Director of the Company based on the following justification:
  - Dato' Ismail fulfilled the criteria under the definition of "Independent Director" as stated in the Listing Requirements.
  - Dato' Ismail has over time, developed increased insight with the Group's business operations and therefore can contribute to the effectiveness of the Board as a whole.

- Dato' Ismail do not has any conflict of interest as throughout his tenure of office as an Independent Director of the Company, he has not entered into and are not expected to enter into any contracts which will give rise to any related party transactions with the Company and its subsidiaries.
- Dato' Ismail remains objective and independent in expressing his views and participated in active deliberations and decision making process of the Board and Board Committees in which he is a member. His length of service on the Board and Board Committees do not in any way interfere with his exercise of independent judgement and ability to act in the best interest of the Company.

vi. Authority to Issue Shares

The proposed Resolution 12 in item 13 is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. The authorisation will, unless revoked or varied by the Company at a general meeting, expire at the next annual general meeting. This is a renewal of a general mandate. In order to avoid any delay and cost involved in convening a general meeting, it is thus appropriate to seek members' approval.

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 projects, working capital and/or acquisitions.

vii. Proposed Renewal of Share Buy-back Authority

The proposed Resolution 13 in item 14 is to 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 the Company by utilising the funds allocated which shall not exceed the retained profits of the Company.

Please refer to the Share Buy-back Statement dated 28 October 2021, which is released together with the Company's Annual Report 2021.

**IMPORTANT NOTE :**

As a precautionary measure against the spread of Coronavirus Disease (COVID-19), members are advised to observe the applicable directives, safety and precautionary requirements as prescribed by the Government, the Ministry of Health, the National Security Council and other relevant authorities to curb the spread of COVID-19. Only fully vaccinated individuals are allowed to enter the premise which will be capped at 50% capacity. Members must ensure physical distancing of at least one (1) meter and are required to wear face masks at all times.

The Company will closely monitor the COVID-19 situation and reserves the right to take further measures or short-notice arrangements as public health situation changes. Members can check further update on the Twenty-Seventh Annual General Meeting that will be announced on the Bursa Securities and the shareholders are advised to check the Company's announcement(s) made via Bursa regularly.