

Notice Of Meeting

NOTICE IS HEREBY GIVEN that the Thirty Eighth Annual General Meeting of the Company will be held at Eagle & Birdie Room, Bukit Unggul Country Club, Lot PT 2180-2182, Mukim Dengkil, Daerah Sepang, 43807 Dengkil, Selangor Darul Ehsan on Friday, 24 November 2017 at 10.30 a.m. for the following purposes:

AGENDA**As Ordinary Business:**

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| 1. To receive the Audited Financial Statements for the year ended 30 June 2017 together with the Reports of Directors and Auditors thereon. | (Please see Note 2) |
| 2. To approve a final 4 sen single-tier dividend per ordinary share for the year ended 30 June 2017. | Resolution 1 |
| 3. To approve payment of Directors' fees and benefits of RM225,240/- for the year ended 30 June 2017. | Resolution 2 |
| 4. To re-elect the following Directors who are retiring pursuant to Article 80 of the Company's Constitution: | |
| (i) Datuk Wan Kassim bin Ahmed | Resolution 3 |
| (ii) Mr Chen Yiy Fon | Resolution 4 |
| 5. To appoint BDO as Auditors of the Company in place of the retiring Auditors, UHY, to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to determine their remuneration. | Resolution 5 |

As Special Business:

To consider and, if thought fit, pass the following Ordinary Resolutions:

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| 6. Authority to Allot and Issue Shares pursuant to Section 75 and 76 of the Companies Act, 2016 | Resolution 6 |
| <p>"THAT subject to Companies Act, 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the Company's Constitution, the Directors of the Company be and are hereby authorised, pursuant to Section 75 and 76 of the Companies Act, 2016, to issue shares in the Company at any 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 to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares/total number of voting shares of the Company for the time being."</p> | |
| 7. Retention as Independent Directors | |
| (i) "THAT subject to the passing of Ordinary Resolution 3, Datuk Wan Kassim bin Ahmed be retained as an Independent Director in accordance with the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting." | Resolution 7 |
| (ii) "THAT Dato' Dr. Abdul Razak bin Abdul be retained as an Independent Director in accordance with the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting." | Resolution 8 |
| (iii) "THAT Mr Lim Mun Kee be retained as an Independent Director in accordance with the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting." | Resolution 9 |
| 8. To transact any other ordinary business of which due notice shall have been received. | |

Notice Of Dividend Entitlement

NOTICE IS ALSO HEREBY GIVEN that a final 4 sen single-tier dividend per ordinary share, if approved by the shareholders at the forthcoming Annual General Meeting, will be paid on 25 January 2018 to shareholders whose names appear in the Records of Depositors on 11 January 2018. 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 11 January 2018 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Lee Boo Tian, LS 0007987
Group Company Secretary

Kuala Lumpur
30 October 2017

Notes**1(a) Proxy**

- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company. Where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportions of his holding to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if such appointer is a corporation, either under its common seal or the hand of an officer or attorney duly authorised.
- The Proxy Form must be completed, signed and deposited at the Company's Registered Office not less than 48 hours before the time set for the Meeting or adjourned meeting.
- Only members whose names appear in the Record of Depositors on 16 November 2017 shall be eligible to attend the Meeting.
- 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 account ("omnibus account") to appoint multiple proxies in respect of each omnibus account it holds.
- The Annual Report is in CD-ROM format. Printed copies of the Annual Report shall be forwarded to the shareholders within 4 market days from the date of receipt of verbal or written request. Shareholders who wish to receive a printed copy of the Annual Report and who require assistance with viewing the CD-ROM, kindly contact Mr Goh Chin Khoo at Tel No. 03-79681001, Fax No. 03-79588013, e-mail ckgoh@semangatcorp.com. The Annual Report may also be downloaded from the Company's website at www.facbi.com.

1(b) Voting for all resolutions set out in the Notice of Meeting shall be by poll.

2. Explanatory Note on Ordinary Business

Agenda 1 – The provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

3. Explanatory Notes on Special Business

- Resolution on Section 75 and 76 of the Companies Act, 2016
The Ordinary Resolution 6 proposed under Agenda 6 above if passed will empower the Directors to issue shares up to 10% of the total number of issued shares/total number of voting shares of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority unless revoked or varied by the Company in general meeting, shall expire at the next Annual General Meeting of the Company.

No proceeds were raised from the previous mandate.
The renewed mandate will provide flexibility to the Company for the purpose of funding further investment project(s), working capital and/or acquisitions.
- Resolutions on Retention as Independent Directors
 - Datuk Wan Kassim bin Ahmed was appointed an Independent Director on 29 March 2002. Datuk Wan Kassim bin Ahmed has served the Company for more than nine (9) years as at the date of the notice of the Annual General Meeting and has met the independent guideline as set out in chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board, therefore, considers Datuk Wan Kassim bin Ahmed to be independent and recommends Datuk Wan Kassim bin Ahmed to remain as an Independent Director.
 - Dato' Dr. Abdul Razak bin Abdul was appointed an Independent Director on 3 January 2005. Dato' Dr. Abdul Razak bin Abdul has served the Company for more than nine (9) years as at the date of the notice of the Annual General Meeting and has met the independent guideline as set out in chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board, therefore, considers Dato' Dr. Abdul Razak bin Abdul to be independent and recommends Dato' Dr. Abdul Razak bin Abdul to remain as an Independent Director.
 - Mr Lim Mun Kee was appointed an Independent Director on 1 August 2007. Mr Lim Mun Kee has served the Company for more than nine (9) years as at the date of the notice of the Annual General Meeting and has met the independent guideline as set out in chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board, therefore, considers Mr Lim Mun Kee to be independent and recommends Mr Lim Mun Kee to remain as an Independent Director.