# GENERAL MEETINGS: NOTICE OF MEETING

## JAVA BERHAD

<table>
<thead>
<tr>
<th>Type of Meeting</th>
<th>AGM</th>
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<tr>
<td>Indicator</td>
<td>Notice of Meeting</td>
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<tr>
<td>Description</td>
<td>JAVA BERHAD (&quot;JAVA&quot;)</td>
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</tbody>
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- NOTICE OF THE SIXTIETH ANNUAL GENERAL MEETING

We are pleased to announce that the Sixtieth Annual General Meeting ("AGM") of JAVA will be held on Friday, 10 October 2014 at 11:00 a.m. for the purpose of considering and if thought fit, passing the resolutions as set out in the attached Notice of AGM.

This announcement is dated 15 September 2014.

<table>
<thead>
<tr>
<th>Date of Meeting</th>
<th>10/10/2014</th>
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<tbody>
<tr>
<td>Time</td>
<td>11:00 AM</td>
</tr>
<tr>
<td>Venue</td>
<td>Keembong Room, Lobby Level Hyatt Regency Kinabalu Jalan Datuk Salleh Sulong 88991 Kota Kinabalu Sabah Malaysia</td>
</tr>
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</table>

<table>
<thead>
<tr>
<th>Date of General Meeting</th>
<th>03/10/2014</th>
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### Attachments

- [2014 AGM-JAVA.pdf](#) 1037 KB

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## Announcement Info

<table>
<thead>
<tr>
<th>Company Name</th>
<th>JAVA BERHAD</th>
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<tbody>
<tr>
<td>Stock Name</td>
<td>JAVA</td>
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<tr>
<td>Date Announced</td>
<td>15 Sept 2014</td>
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<tr>
<td>Category</td>
<td>General Meetings</td>
</tr>
<tr>
<td>Reference No</td>
<td>JJ-140908-7A13D</td>
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</table>
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixtieth (60th) Annual General Meeting of JAVA BERHAD will be held at Kepong Room, Lobby Level, Hotel Regency Kinabalu, Jalan Datuk Sakinah, 88991 Kota Kinabalu, Sabah on Friday, 10 October 2014 at 11:00 a.m. for the following purposes:-

AGENDA

GENERAL BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2014 together with the Reports of the Directors and the Auditors thereon. (Ordinary Resolution 1)

2. To re-elect YIM Tunku Mahmod Bin Tunku Mohammed D.K., a Director who retires by rotation in accordance with Article 78 of the Company's Articles of Association. (Ordinary Resolution 2)

3. To approve the payment of Directors' fees amounting to RM100,000 for the financial year ended 30 June 2014. (Ordinary Resolution 3)

4. To re-appoint Messrs. Bajil Tilly Monoro Heng as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Ordinary Resolution 4)

SPECIAL BUSINESS

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

5. Proposed Retention of Independent Directors

(a) THAT approval be and is hereby given to Enick Mohd Zulkhairis Bin Mohd Zain who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012.

(b) THAT approval be and is hereby given to YIM Tunku Mahmod Bin Tunku Mohammed D.K. 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 in accordance with the Malaysian Code on Corporate Governance 2012. (Ordinary Resolution 5)

6. Authority to Allot Shares Pursuant to Section 132(3) of the Companies Act, 1965

"THAT, subject to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association and the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its Subsidiaries to enter into all transactions involving the Related Parties as specified in the Sections 2.4.1 and 2.4.2 in the Circular to Shareholders dated 17 September 2014 provided that such transactions are:-

(i) recurrent transactions of a revenue or trading nature;

(ii) for the day-to-day operations;

(iii) carried out in the ordinary course of business on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public; and

(iv) are not to the detriment of the minority shareholders.

AND THAT such approval shall continue to be in force until:-(i) the conclusion of the next Annual General Meeting ("AGM"), at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;

(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143 of the Act but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or

(iii) revoked or varied by a resolution passed by the Shareholders in a General Meeting; whichever is the earlier.

AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate." (Ordinary Resolution 6)

7. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions

"THAT, subject to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association and the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its Subsidiaries to enter into all transactions involving the Related Parties as specified in the Sections 2.4.1 and 2.4.2 in the Circular to Shareholders dated 17 September 2014 provided that such transactions are:-

(i) recurrent transactions of a revenue or trading nature;

(ii) for the day-to-day operations;

(iii) carried out in the ordinary course of business on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public; and

(iv) are not to the detriment of the minority shareholders.

AND THAT such approval shall continue to be in force until:-(i) the conclusion of the next Annual General Meeting ("AGM"), at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;

(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143 of the Act but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or

(iii) revoked or varied by a resolution passed by the Shareholders in a General Meeting; whichever is the earlier.

AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate." (Ordinary Resolution 7)

8. To transact any other business of which due notice shall have been given.

By Order of the Board

LIM SIEW TING
(MAICSA 7029466)
Company Secretary
Kajang Lumpur
17 September 2014

NOTES:-

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the person so appointed shall be entitled to vote at the Meeting, to the same extent as the member appointing such person, but subject to the provisions of the Company's Articles of Association.

2. Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, or a person holding common securities account under the Central Depository System ("CDS") or an Omnibus account, there is no limit to the number of proxies it may appoint in respect of each CDS account or Omnibus account.

3. In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of an officer or attorney, duly authorised in writing.

4. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.

5. The Ordinary Resolution 4 and 5, if passed will allows YBM Tunku Mahmood Bin Tunku Mohammed D.K. and Encik Mohd Zulkhairis Bin Mohd Zain to be retained and continues to act as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Directors of the Company in accordance with the Malaysian Code on Corporate Governance 2012.

6. 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 AGM held on 18 October 2013 and will lapse at the conclusion of the next Annual General Meeting of the Company standing in the credit of the said securities account.

7. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.

8. To valid, the original Form of Proxy, must be completed and delivered at the Registered Office of the Company at Suite 2.02, Level 2, Menara E.G. No. 2, Menara Dagang No. 1, Damansara Heights, 50470 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

9. The holding of a completed Form of Proxy will not preclude a member from attending and voting in person at the meeting should the member subsequently wish to do so, however such attendance would be as automatic revocation of the proxy's authority unless an instruction in writing has been made to the Company at the registered office.

10. For the purposes of determining a member entitled to attend the meeting, the Company will return Bursa Malaysia Depository Sed Bhd in accordance with Article 132 of the Company's Articles of Association as a date of Record. The date of Record is 7 October 2014 for determination of the Register holders who shall be deemed to be the registered owners of the shares of the Company eligible to be present and vote at the meeting. Only a depositor whose name appears on the ROD as at 7 October 2014 will be entitled to attend the meeting.

EXEMPLARY NOTES ON SPECIAL BUSINESS

8. Proposed Retention of Independent Directors

The proposed Ordinary Resolutions 4 and 5 passed will allow YIM Tunku Mahmod Bin Tunku Mohammed D.K. and Enick Mohd Zulkhairis Bin Mohd Zain to be retained and continue to act as Independent Non-Executive Directors of the Company without limitation which is in line with the Recommendation 3.0 of MAICSA.

The Shareholders' Committee has assessed the independence of both YIM Tunku Mahmod Bin Tunku Mohammed D.K. and Enick Mohd Zulkhairis Bin Mohd Zain. Pursuant to the recommendation of MAICSA, the Board strongly recommends to the shareholders at the forthcoming AGM that YIM Tunku Mahmod Bin Tunku Mohammed D.K. and Enick Mohd Zulkhairis Bin Mohd Zain continues as an Independent Non-Executive Directors for the purpose based on the following justifications:-

(a) They fulfilled the criteria under the definition of Independent Non-Executive Director as set out in Paragraph 1.2 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore unable to bring independent and objective judgment to the Board.

(b) Both are able to provide proper check and balance in the proceedings of the Board and the Committees.

(c) Encik Mohd Zulkhairis understands the Company's business operations which allows him to participate activity and contribute during the deliberations or discussions at the Board and Committees meetings and exercises due care as Independent Non-Executive Director and carries out his professional and fiduciary duties to the best interest of the Company and shareholders.

(d) YIM Tunku Mahmood has more than nine years of experience as a businessperson and able to provide a diverse set of experience, expertise and independent judgement and performed his duty diligently and in the best interest of the Company and provides a broader view, independent and balanced assessment of proposals from the Management.

9. Authority to Allot Shares Pursuant to Section 132 of the Companies Act, 1965

The Ordinary Resolution 6, if passed, will empower the Directors from the date of the Sixtieth (60th) Annual General Meeting ("AGM") to allot and issue up to a maximum of 10% of the issued shares of the Company as aforesaid on such terms as the Directors think fit for such purposes as they consider to be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

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 AGM held on 16 October 2013 and will lapse at the conclusion of the Sixtieth (60th) AGM of the Company.

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 purpose of funding future investment projects, working capital and/or acquisitions.

10. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions

The Ordinary Resolution 7, if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the interest of Related Parties, which is of a revenue or trading nature and necessary for Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.