

## GENERAL MEETINGS: NOTICE OF MEETING

### JAVA BERHAD

Type of Meeting AGM  
Indicator Notice of Meeting  
Description JAVA BERHAD ("JAVA")  
- NOTICE OF THE FIFTY-NINTH ANNUAL GENERAL MEETING

We are pleased to announce that the Fifty-Ninth Annual General Meeting ("AGM") of JAVA will be held on Friday, 18 October 2013 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 24 September 2013.

Date of Meeting 18/10/2013  
Time 11:00 AM  
Venue Keembong Room, Lobby Level  
Hyatt Regency Kinabalu  
Jalan Datuk Salleh Sulong  
88991 Kota Kinabalu  
Sabah  
Malaysia

Date of General Meeting 11/10/2013

Record of Depositors

#### Attachments

[2013 AGM - Java.pdf](#)  
49 KB

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#### Announcement Info

Company Name JAVA BERHAD  
Stock Name JAVA  
Date Announced 24 Sept 2013  
Category General Meetings  
Reference No JJ-130920-07449



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Ninth (59th) Annual General Meeting of JAVA BERHAD will be held at Kaembong Room, Lobby Level, Hyatt Regency Kinabalu, Jalan Bukit Salleh Sulung, 88591 Kota Kinabalu, Sabah on Friday, 18 October 2013 at 11:00 a.m. for the following purposes:

### AGENDA

#### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2013 together with the Reports of the Directors and the Auditors thereon.
- To re-elect Enick Mohd Zulkhairis Bin Mohd Zain, a Director who retires by rotation in accordance with Article 75 of the Company's Articles of Association. (Ordinary Resolution 1)
- To approve the payment of Directors' fees amounting to RM100,000 for the financial year ended 30 June 2013. (Ordinary Resolution 2)
- To re-appoint Messrs. Baker Tilly Montleirn Hang 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 3)

#### SPECIAL BUSINESS

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

- Retention of Independent Non-Executive Director** (Ordinary Resolution 4)  
"THAT subject to the passing of Ordinary Resolution 1 above, approval be and is hereby given to Enick Mohd Zulkhairis Bin Mohd Zain 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."

- Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965** (Ordinary Resolution 5)  
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to allot and to issue shares in the share capital of 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 percent (10%) of the issued share capital of the Company for the time being.

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

- Proposed Renewal of Authority to Purchase Own Shares of up to Ten percent (10%) of the Issued and Paid-Up Share Capital of Java Berhad** (Ordinary Resolution 6)

"THAT subject always to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provision of the Company's Memorandum and Articles of Association and the Bursa Malaysia Securities Berhad ("Bursa Malaysia") Listing Requirements and any other relevant authority, the Directors of the Company be and are hereby unconditionally and generally authorised to utilise up to the aggregate of the total earnings and share premium account of the Company based on its latest audited financial statements available up to the date of the transaction for the purpose of and to purchase such amount of ordinary shares of RM1.00 each ("Shares") in the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company provided that the aggregate number of Shares purchased and/or held as treasury shares pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid up share capital of the Company at the time of purchase AND THAT such Shares purchased are to be retained as treasury shares and/or distributed as dividends and/or resold on the market of Bursa Malaysia or subsequently may be cancelled AND THAT authority be and is hereby given to the Directors of the Company to act and do all things as are necessary or expedient to implement and finalise and give full effect to the Proposed Share Buy-Back AND FURTHER THAT the authority hereby given shall commence immediately upon passing of this ordinary resolution and shall remain in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM, at which it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
  - the expiration of the period within which the next AGM after that date is required by law to be held;
  - revoked or varied by ordinary resolution passed by the shareholders in general meeting;
- whichever occurs first, in accordance with the provisions of the guidelines issued by Bursa Malaysia or any other relevant authorities."

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions** (Ordinary Resolution 7)

"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 Part B of the Circular to Shareholders dated 25 September 2013 provided that such transactions are:

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations;
- carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- are not to the detriment of the minority shareholders.

AND THAT such approval shall continue to be in force until:

- 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;
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- 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 it may be required) as they may consider expedient or necessary to give effect to the Mandate."

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

- Proposed Adoption of New Articles of Association of the Company** (Special Resolution)

"THAT the new Articles of Association of the Company as proposed and set forth in Appendix I of the Circular to Shareholders dated 25 September 2013 be and are hereby approved and adopted by the Company in substitution for and to supersede the existing Articles of Association of the Company, and that the Directors of the Company be and are hereby authorized to do all acts and things and take all such steps as they may consider necessary and/or desirable to give full effect to the new Articles of Association of the Company."

- 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

Kuala Lumpur

25 September 2013

#### NOTES:

- 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 provisions of Section 149(1)(c) of the Act shall not apply to the Company. Where a member of the Company is an authorized 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.
- Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991, which holds shares for multiple beneficial owners in one securities account ("Omnibus account"), there is no limit to the number of proxies it may appoint in respect of each Omnibus account.
- 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 authorized in writing.
- 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.
- To be valid, the original Form of Proxy must be completed and deposited at the Registered Office of the Company at Suite 2.02, Level 2, Wisma E & C, No. 2, Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- The lodging 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 an automatic revocation of the proxy's authority unless an intimation in writing has been made to the Company at the registered office.
- For the purposes of determining a member entitled to attend the meeting, the Company will request Bursa Malaysia Depository Sdn Bhd (in accordance with Article 53(2) of the Company's Articles of Association) to issue the Record of Depositors ("ROD") as at 11 October 2013 for determining the depositor who shall be deemed to be the registered holders 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 11 October 2013 shall be entitled to attend the meeting.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

##### Retention of Independent Non-Executive Director

The Nomination Committee has assessed the independence of Enick Mohd Zulkhairis Bin Mohd Zain. Pursuant to the Recommendation 3.3 of the MCGS, the Board strongly recommends to the shareholders at the forthcoming AGM that Enick Mohd Zulkhairis Bin Mohd Zain continues to act as Independent Non-Executive Director for the purpose based on the following justifications:-

- He fulfilled the criteria under the definition of Independent Director as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore is able to bring independent and objective judgement to the Board.
- He is able to provide proper check and balance in the proceedings of the Board and the Committees.
- He understands the Company's business operations which allows him to participate actively and contribute during the deliberations or discussions at the Board and Committees meetings.
- He 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.

##### Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution 5, if passed, will empower the Directors from the date of the Fifty-Ninth (59th) Annual General Meeting ("AGM") to allot and issue up to a maximum of ten percent (10%) of the issued share capital of the Company for the time being (other than bonus or rights issue) for such purposes as they consider would 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.

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 16 October 2012 and will lapse at the conclusion of the Fifty-Ninth (59th) 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.

##### Proposed Renewal of Authority to Purchase Own Shares of up to Ten percent (10%) of the Issued and Paid-Up Share Capital of Java Berhad

This Ordinary Resolution 6, if passed will empower the Directors of the Company from the date of this AGM, authority to purchase of up to ten percent (10%) of the issued and paid-up share capital of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the next AGM of the Company. Please refer to Part A of the Circular to Shareholders dated 25 September 2013 for further details.

##### 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 are 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.

##### Proposed Adoption of the New Articles of Association of the Company

The Special Resolution, if passed will streamline the Company's new Articles of Association with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Further information of the proposed new Articles of Association of the Company is set out under Appendix I of the Circular to Shareholders dated 25 September 2013 which is despatched together with the Company's 2013 Annual Report.