

**General Announcement**Reference No **JJ-110817-54793**

Company Name : **JAVA BERHAD**  
Stock Name : **JAVA**  
Date Announced : **06/09/2011**

Type : **Announcement**  
Subject : **GENERAL MEETINGS  
NOTICE OF MEETING**

Description : **We are pleased to announce that the Fifty-Seventh Annual General Meeting ("AGM") of JAVA will be held on Friday, 30 September 2011 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, at the following venue:**

**Function Room 6, Level 3  
The Pacific Sutera  
Sutera Harbour Resort  
1 Sutera Harbour Boulevard  
Sutera Harbour  
88100 Kota Kinabalu  
Sabah  
Malaysia**

**This announcement is dated 6 September 2011.**

Attachments : **[2011 AGM - Java.pdf](#)**

**Announcement Details/Table Section :**



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Seventh (57th) Annual General Meeting of JAVA BERHAD will be held at Function Room G, Level 3, The Pacific Suites, Sutra Harbour Resort, 1 Sutra Harbour Boulevard, Sutra Harbour, 88100 Kota Kinabalu, Sabah on Friday, 30 September 2011 at 11:00 a.m. for the following purposes:

### AGENDA

#### ORDINARY BUSINESS

- To resolve the Audited Financial Statements for the financial year ended 30 June 2011 together with the Reports of the Directors and the Auditors thereon.
- To re-appoint Gair' Da Abu Salihi bin Saifiki, a Director who retires by rotation in accordance with Article 76 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 2011. (Ordinary Resolution 2)
- To re-appoint Messrs. Baker Tilly Malaysia Sdn Bhd 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

##### Ordinary Resolutions

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

- 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 4)  
 "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 Shareholders' Mandate for Recurrent Related Party Transactions** (Ordinary Resolution 5)  
 "THAT subject to the Companies Act, 1965 ("the 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 Part B of the Circular to Shareholders dated 7 September 2011 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(7) of the Act (but shall not extend to such extent 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."
- Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965** (Ordinary Resolution 6)  
 "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 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."
- To transact any other business of which due notice shall have been given.

By order of the Board

LIM SIEN YING

(MNCSS 7529468)

Company Secretary

Kuala Lumpur

7 September 2011

#### Notes

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (noted and vote in his stead). A proxy may be named and be a member of the Company and a member may appoint any person to be a proxy without limitation and the provisions of Section 140(1)(c) of the Act shall not apply to the Company. Where a member of the Company is an individual nominee as defined under the Securities Industry Limited Operations Act, 1997, a proxy appointment may only be in respect of each securities account it holds in ordinary Shares of the Company standing in its credit in the said securities account.
- In the case of a proximate member, the instrument appointing a proxy shall be under its signature and in order to be valid it shall be signed, and countersigned in writing.
- Where a member appoints more than one proxy, the appointment shall be invalid unless the apportion of 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 Level 2, 21, Jalan T. A. S. No. 2, Century Square, Jalan Damansara, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting if any adjournment thereof.
- The lodging of a completed Form of Proxy will entitle 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 admission/acceptance of the proxy authority given an admission in writing has been made to the Company at the registered office.
- For the purpose of determining a member entitled to attend the meeting, the Company will regard Bursa Malaysia Securities Berhad as a proxy with 5% of the Company's Assets of Association, in case for Record of Deposits ("ROD") as at 27 September 2011 for determining the delegates 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 delegate whose name appears on the ROD as at 27 September 2011 shall be entitled to attend the meeting.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

- 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**  
 The Ordinary Resolution 4, if passed, will empower the Directors of the Company from the date of this Annual General Meeting ("AGM"), authority to purchase of up to ten percent (10%) of the issued and paid-up share capital of the Company. This authority will allow transactions entered into by the Company in general meeting, upon the next AGM of the Company (Please refer to Part A of the Circular to Shareholders dated 7 September 2011 for further details).
- Proposed Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT")**  
 The Ordinary Resolution 5, if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the related of Related Parties, which are of revenue or trading nature and necessary for the 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.
- Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965**  
 The Ordinary Resolution 6, if passed, will empower the Directors from the date of the 57th General Meeting (57th AGM) to allot and issue up to a maximum of 10% of the issued share capital of the Company for the time being (other than loans or rights issued for such purposes as they consider would be in the best interest of the Company. This authority, unless renewed or varied at a general meeting, will expire at the next annual general meeting 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 30 September 2010 and which will lapse at the conclusion of the Fifty-Seventh (57th) 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 others.