



**COMINTEL CORPORATION BHD**  
(630068-T)

**NOTICE IS HEREBY GIVEN THAT the Thirteenth ("13th") Annual General Meeting ("AGM") of the Company will be held at Classics Ballroom, Holiday Villa Subang, No. 9 Jalan SS12/1, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan on Thursday, 23 June 2016 at 10.00 a.m.** for the purpose of considering and if thought fit, to pass the following resolutions:

**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 31 January 2016 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A of the Explanatory Notes**
2. To approve the payment of Directors' Fees of RM120,000/- for the financial year ended 31 January 2016. **Resolution 1**
3. To re-elect the following Directors retiring pursuant to Article 93 of the Company's Articles of Association:
  - 3.1 Dato' Abdul Majid bin Omar **Resolution 2**
  - 3.2 Mr Loh Hock Chiang **Resolution 3**
4. To re-appoint the following Directors retiring pursuant to Section 129 (6) of the Companies Act, 1965 to hold office until the next Annual General Meeting:
  - 4.1 Tan Sri Dato' Samshuri bin Arshad **Resolution 4**
  - 4.2 Mr Leng Keng Hok @ Lim Keng Hock **Resolution 5**
5. To re-appoint Messrs Russ Ooi & Associates as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

**SPECIAL BUSINESS**

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

**6. CONTINUING IN OFFICE OF MS LEE CHAI BEE AS INDEPENDENT DIRECTOR OF THE COMPANY**

"THAT Ms Lee Chai Bee who has served as an Independent Director for more than nine (9) years, shall continue to act as an Independent Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2012." **Resolution 7**

**7. AUTHORITY TO DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered 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 issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next AGM of the Company." **Resolution 8**

**8. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

"THAT approval be and is hereby given to the Company and its subsidiaries to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as stated in Sections 2.3 and 2.4 of the Circular to Shareholders dated 30 May 2016, being necessary for the day-to-day operations of the Group, subject to the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and is not to the detriment of the minority shareholders and that such transactions are made on an arm's length basis and on normal commercial terms; and
- (ii) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to this shareholders' mandate during the financial year; and
- (iii) the authority hereby given shall continue in force until:
  - (a) the conclusion of the next AGM of the Company, at which time it will lapse unless, by a resolution passed at the meeting, the authority is renewed; or
  - (b) 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 Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
  - (c) it is revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earliest; and

- (iv) the Board by any one or more of the directors be and are hereby authorised to complete and do all such acts, deeds and things necessary to give effect to the transactions contemplated or authorised by this resolution." **Resolution 9**

**9. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED SHARE BUY-BACK")**

"THAT, subject to the Companies Act, 1965 (the "Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Articles of Association and the requirements of Bursa Securities and any other relevant authority, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares of RM0.50 each in the Company's issued and paid-up share capital through Bursa Securities subject further to the following:

- (i) the maximum number of shares which may be purchased and/or be held by the Company shall be equivalent to 10% of the issued and paid-up share capital of the Company ("Purchased Shares") for the time being;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the Purchased Shares shall not exceed the aggregate of the retained profits and/or share premium account of the Company as certified by the auditors of the Company;
- (iii) the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:
  - (a) the conclusion of the next AGM of the Company; or
  - (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
  - (c) it is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting;

whichever occurs first,

- (iv) upon completion of the purchase of the Purchased Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the Purchased Shares in the following manner:
  - (a) to cancel the Purchased Shares so purchased; or
  - (b) to retain the Purchased Shares so purchased as treasury shares; or
  - (c) to retain part of the Purchased Shares so purchased as treasury shares and cancel the remainder; or
  - (d) to distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them; or

in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authority for the time being in force;

**AND THAT**, the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Purchased Shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto." **Resolution 10**

10. To transact any other business for which due notice shall have been given.

**By Order of the Board**

**Loh Hock Chiang** (MIA 11139)  
**Wong Soon Kiong** (LS 0009395)  
Company Secretaries

Shah Alam  
30 May 2016

**Note A**

This Agenda item is meant for discussion only as under the provision of Section 169 (1) of the Companies Act, 1965, the audited financial statements do not require a formal approval of the shareholders. Hence, this Agenda item will not be put forward for voting.

**Notes:**

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 16 June 2016 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 13th AGM.
2. A member entitled to attend and vote at the general meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1) (a) and (b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
4. Where a member of the Company 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or if the appointor is a corporation, under its Common Seal or under the hand of an attorney.
6. The instrument of proxy must be deposited at the office of Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or at its Customer Service Centre situated at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.