



**APM AUTOMOTIVE HOLDINGS BERHAD (424838-D)**  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting of APM AUTOMOTIVE HOLDINGS BERHAD ("Company") will be held at Pacific Ballroom, Level 2, Seri Pacific Hotel Kuala Lumpur, Jalan Putra, 50350 Kuala Lumpur, Malaysia, on Wednesday, 24 May 2017 at 2:00 p.m. to transact the following businesses:

**Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. (Resolution 1)
- To declare a final single tier dividend of 10 sen per share for the financial year ended 31 December 2016. (Resolution 2)
- To re-elect Mr. Lee Tatt Boon who retires and being eligible, offers himself for re-election in accordance with Article 76 of the Company's Articles of Association, as a Director of the Company. (Resolution 3)
- To re-elect Mr. Lee Min On who retires and being eligible, offers himself for re-election in accordance with Article 76 of the Company's Articles of Association, as a Director of the Company. (Resolution 4)
- To re-elect Mr. Low Seng Chee who retires by rotation and being eligible, offers himself for re-election in accordance with Article 96 of the Company's Articles of Association, as a Director of the Company. (Resolution 5)
- To re-elect Mr. Soon Sok Hock who retires by rotation and being eligible, offers himself for re-election in accordance with Article 96 of the Company's Articles of Association, as a Director of the Company. (Resolution 6)
- To re-elect Dato' N. Sadasivan s/o N.N. Pillay who in accordance with the resolution passed at the Nineteenth Annual General Meeting pursuant to Section 129(6) of the Companies Act, 1965 holds office as Director of the Company until the conclusion of the Twentieth Annual General Meeting and being eligible, offers himself for re-election in accordance with Section 205(6) of the Companies Act, 2016, as a Director of the Company AND THAT he continues to be designated as an Independent Non-Executive Director of the Company. (Resolution 7)
- To re-elect Dato' Haji Kamaruddin @ Abas Bin Nordin who in accordance with the resolution passed at the Nineteenth Annual General Meeting pursuant to Section 129(6) of the Companies Act, 1965 holds office as Director of the Company until the conclusion of the Twentieth Annual General Meeting and being eligible, offers himself for re-election in accordance with Section 205(6) of the Companies Act, 2016, as a Director of the Company AND THAT he continues to be designated as an Independent Non-Executive Director of the Company. (Resolution 8)
- To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 9)

**Special Business**

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

**10. DIRECTORS' FEES**

"THAT approval be hereby given for the Company to pay Directors' fees of up to an amount of RM595,000 in aggregate to the Independent Non-Executive Directors of the Company during the course of the period from 1 January 2017 until the next Annual General Meeting of the Company." (Resolution 10)

**11. DIRECTORS' BENEFITS**

"THAT approval be and is hereby given for the Company to pay Directors' benefits of up to an amount of RM140,000 in aggregate to the Independent Non-Executive Directors of the Company during the course of the period from 1 January 2017 until the next Annual General Meeting of the Company." (Resolution 11)

**12. PROPOSED GRANT OF AUTHORITY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

"THAT, subject always to the Companies Act, 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and approvals and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors be and are hereby empowered pursuant to Section 75 of the Act to allot and issue shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares allotted and issued pursuant to this Resolution do not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being of the Company AND THAT in accordance with the provisions of Section 76 of the Act, such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." (Resolution 12)

**13. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES**

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that –

- the aggregate number of shares purchased and/or held pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time of the purchase; and
- the Directors shall resolve at their discretion pursuant to Section 127 of the Act whether to cancel the shares so purchased, to retain the shares so purchased as treasury shares or to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares as may be permitted and prescribed by the Act, rules, regulations, guidelines, requirements and/or orders pursuant to the Act and/or the rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force.

THAT an amount not exceeding the Company's retained profits be allocated by the Company for the Proposed Share Buy-Back.

THAT the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and will expire:

- at the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
  - at the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;
- whichever occurs first but not so as to prejudice the completion of the purchase(s) of the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

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 Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authorities." (Resolution 13)

**14. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH TAN CHONG MOTOR HOLDINGS BERHAD AND ITS SUBSIDIARIES**

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("APM Group") to enter into all arrangements and/or transactions with Tan Chong Motor Holdings Berhad and its subsidiaries involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the APM Group ("Related Parties") including those set out under section 3.2.1 of the Company's Circular to Shareholders dated 28 April 2017 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are 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 (where applicable) and not to the detriment of the minority shareholders ("Shareholders' Mandate"). THAT such approval shall continue to be in force –

- until the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
  - at the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,
- whichever occurs first.

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 Shareholders' Mandate." (Resolution 14)

**15. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH WARISAN TC HOLDINGS BERHAD AND ITS SUBSIDIARIES**

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("APM Group") to enter into all arrangements and/or transactions with Warisan TC Holdings Berhad and its subsidiaries involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the APM Group ("Related Parties") including those set out under section 3.2.2 of the Company's Circular to Shareholders dated 28 April 2017 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are 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 not to the detriment of the minority shareholders ("Shareholders' Mandate"). THAT such approval shall continue to be in force –

- until the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
  - at the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,
- whichever occurs first.

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 Shareholders' Mandate." (Resolution 15)

**16. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH TAN CHONG INTERNATIONAL LIMITED AND ITS SUBSIDIARIES**

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("APM Group") to enter into all arrangements and/or transactions with Tan Chong International Limited and its subsidiaries involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the APM Group ("Related Parties") including those set out under section 3.2.3 of the Company's Circular to Shareholders dated 28 April 2017 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are 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 (where applicable) and are not to the detriment of the minority shareholders ("Shareholders' Mandate"). THAT such approval shall continue to be in force –

- until the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or

- at the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,
- whichever occurs first.
- 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 Shareholders' Mandate." (Resolution 16)

17. To transact any other business of the Company of which due notice shall have been received.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the Twentieth Annual General Meeting of APM Automotive Holdings Berhad, a final single tier dividend of 10 sen per share for the financial year ended 31 December 2016 will be paid on 28 June 2017. The entitlement date shall be 8 June 2017.

A depositor shall qualify for the entitlement to the dividend only in respect of:

- shares transferred into the depositor's securities account before 4:00 p.m. on 8 June 2017 in respect of ordinary transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis in accordance with the rules of Bursa Malaysia Securities Berhad.

By order of the Board  
**KHOH PENG PENG** (MIA 19749)  
**QUAH KHIAN KHOON** (MAICSA 7030264)  
Company Secretaries  
Kuala Lumpur  
28 April 2017

**Notes:**

- A depositor whose name appears in the Record of Depositors of the Company as at 17 May 2017 ("Record of Depositors") shall be regarded as a member entitled to attend, speak and vote at the meeting.
- A member, other than a member who is also an Authorised Nominee (as defined under the Securities Industry (Central Depositories) Act, 1991 ("SIDCA") or an Exempt Authorised Nominee who is exempted from compliance with the provisions of Section 25A(1) of SIDCA, shall be entitled to appoint not more than two (2) proxies to attend and vote at the meeting. A proxy need not be a member of the Company and a member may appoint any person to be his proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same right as the member to speak at the meeting.
- Subject to Note 6 below, where a member is a Depositor who is also an Authorised Nominee, the Authorised Nominee may appoint not more than two (2) proxies in respect of each securities account the Authorised Nominee holds with ordinary shares in the Company standing to the credit of such securities account as reflected in the Record of Depositors.
- Subject to Note 6 below, where a member is a Depositor who is also an Exempt Authorised Nominee who holds ordinary shares in the Company for multiple beneficial owners in one securities account ("ombibus account") as reflected in the Record of Depositors, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each ombibus account it holds.
- Each appointment of proxy by a member including an Authorised Nominee or an Exempt Authorised Nominee shall be by a separate instrument of proxy which shall specify:
  - the securities account number;
  - the name of the beneficial owner for whom the Authorised Nominee or Exempt Authorised Nominee is acting; and
  - where the two (2) proxies are appointed, the proportion of ordinary shareholdings or the number of ordinary shares to be represented by each proxy.
- Any beneficial owner who holds ordinary shares in the Company through more than one (1) securities account and/or through more than one (1) ombibus account, shall be entitled to instruct the Authorised Nominee and/or Exempt Authorised Nominee for such securities account and/or ombibus accounts to appoint not more than two (2) persons to act as proxies of the beneficial owner. If there shall be three (3) or more persons appointed to act as proxies for the same beneficial owner of ordinary shares in the Company held through more than one (1) securities account and/or through more than one (1) ombibus account, all the instruments of proxy shall be deemed invalid and shall be rejected.
- Where the Form of Proxy is executed by a corporation, it must be executed under seal or under the hand of an officer or attorney duly authorised.
- The Form of Proxy must be deposited at the Office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (Tel: 03-2783 9299), or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for the meeting.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of Annual General Meeting will be put to vote by poll.

**Explanation Notes on Ordinary/Special Business:**

**(1) Resolution 7 & 8 – Re-election of Dato' N. Sadasivan s/o N.N. Pillay and Dato' Haji Kamaruddin @ Abas Bin Nordin as Directors and their designation as Independent Non-Executive Directors of the Company**  
Pursuant to Section 129(6) of the Companies Act, 1965, Dato' N. Sadasivan s/o N.N. Pillay ("Dato' N. Sadasivan") and Dato' Haji Kamaruddin @ Abas Bin Nordin ("Dato' Haji Kamaruddin"), who are over the age of 70 years were re-appointed as Directors of the Company at the 19th Annual General Meeting of the Company. Dato' N. Sadasivan and Dato' Haji Kamaruddin were eligible have offered themselves for re-election at the coming 20th Annual General Meeting of the Company. With the enforcement of the Companies Act, 2016 on 31 January 2017, there is no age limit for directors. The proposed Resolution 7 and 8, if passed, mean that both Dato' N. Sadasivan and Dato' Haji Kamaruddin will continue to act as Directors of the Company and be subject to retirement by rotation pursuant to Section 205 of the Companies Act, 2016.

Pursuant to the Malaysian Code on Corporate Governance 2012, it is recommended that approval of the shareholders be sought in the event the Company intends to retain an independent director who has served in that capacity for more than nine (9) years.

Following an assessment and recommendation by the Nominating Committee, the Board recommended that Dato' N. Sadasivan and Dato' Haji Kamaruddin, who have served as Independent Non-Executive Directors ("INEDs") for a cumulative term of more than nine (9) years, to continue to be designated as INEDs of the Company based on the following key justifications:

- they fulfill the criteria for definition of Independent Director under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and, therefore, are able to bring independent and objective judgement to the Board's deliberations;
- their experience and expertise in finance, economics and regulatory requirements as well as diverse business operations enable them to provide the Board and Board Committees, as the case may be, with pertinent and diverse set of expertise, skills and competence;
- they have been with the Company long enough to develop valuable insights into the Company's business operations, which enable them to contribute actively and effectively during deliberations at Board and Board Committees, as the case may be; and
- from their perfect attendance record at the Board and Board Committee meetings, it is demonstrable of their commitment towards the Company's needs, exercised due care as INEDs of the Company and carried out their duties in the interest of the Company and shareholders.

**(2) Resolution 9 – Re-appointment of KPMG PLT as Auditors**

KPMG, a conventional partnership was converted to a limited liability partnership, KPMG PLT, pursuant to Section 29 of the Limited Liability Partnerships Act 2012 ("LLP Act") as from the date of registration on 27 December 2016. Under Section 29 of the LLP Act, a conventional partnership may be converted to a limited liability partnership if and only if the partners of the limited liability partnership to which the conventional partnership is to be converted, comprises all the partners of the conventional partnership and no one else.

Pursuant to Section 39 of the LLP Act, as from the date of registration of KPMG PLT, the re-appointment of KPMG as auditors of the Company pursuant to a resolution passed at the 19th Annual General Meeting took effect and operated as if KPMG PLT were re-appointed Auditors of the Company instead of KPMG.

The Audit Committee has considered the re-appointment of KPMG PLT as Auditors of the Company based on the criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements. KPMG PLT are approved company auditors and have consented in writing to act as Auditors of the Company as required under Section 264 of the Companies Act, 2016. Both the Audit Committee and the Board have accordingly recommended the re-appointment of KPMG PLT as Auditors of the Company.

**(3) Resolution 10 and 11 – Directors' Fees and Benefits**

In accordance with Section 230(1) of the Companies Act, 2016, the fees of the directors and any benefits payable to the directors of public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The Company pays Directors' fees and benefits to the Independent Non-Executive Directors ("INEDs"). The Executive Directors do not receive any fees and benefits as Directors but they are remunerated with salary, benefits and other emoluments by virtue of their contract of service or employment which do not require approval by the shareholders.

The Board recommends that shareholders approve a maximum aggregate amount of RM595,000 for the payment of Directors' fees to the INEDs of the Company during the course of the period from 1 January 2017 until the next Annual General Meeting of the Company.

The Board also recommends that shareholders approve a maximum aggregate amount of RM140,000 for the payment of benefits which mainly consist of meeting allowances (i.e. as Chairman of Meeting of RM1,500 per meeting and as Board/Board Committee member of RM1,200 per meeting) to the INEDs of the Company during the course of 1 January 2017 until the next Annual General Meeting of the Company.

**(4) Resolution 12 - Proposed Grant of Authority Pursuant to Sections 75 and 76 of the Companies Act, 2016**

The Company continues to consider opportunities to broaden the operating base and earnings potential of the Company. If any of the expansion or diversification proposals involve the issue of new shares, the Directors of the Company, under normal circumstances, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the total number of issued shares (excluding treasury shares) of the Company.

To avoid any delay and costs involved in convening a general meeting to approve such issuance of shares, the Directors of the Company had obtained the general mandate at the Company's 19th Annual General Meeting held on 25 May 2016 to allot and issue shares in the Company up to an amount not exceeding in total 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being, for such purpose. The Company has not issued any new shares under the general mandate granted to the Directors at the 19th Annual General Meeting which will lapse at the conclusion of the 20th Annual General Meeting to be held on 24 May 2017.

A renewal of the mandate is being sought at the 20th Annual General Meeting under proposed Resolution 12. The renewed mandate, unless revoked or varied at a general meeting, shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

**(5) Resolution 13 - Proposed Renewal of Authority for the Company to Purchase its Own Ordinary Shares**

The proposed Resolution 13, if passed, will empower the Directors of the Company to purchase and/or hold up to 10% of the total number of issued shares of the Company at any point in time of the purchase ("Proposed Share Buy-Back") by utilising the funds allocated which shall not exceed the retained profits of the Company.

This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, at the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held or revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever occurs first.

Further information on Resolution 13 is set out in the Circular to Shareholders dated 28 April 2017 despatched together with the Company's 2016 Annual Report.

**(6) Resolutions 14, 15 and 16 – Proposed Shareholders' Mandate for Recurrent Related Party Transactions**

The proposed Resolutions 14, 15 and 16 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 the 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.

Further information on Resolutions 14, 15 and 16 are set out in the Circular to Shareholders dated 28 April 2017 despatched together with the Company's 2016 Annual Report.

**Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 20th Annual General Meeting of the Company ("AGM") and/or an adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.