



**REACH ENERGY BERHAD**  
(Co. No.: 1034400-D)

**NOTICE OF THE SIXTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Sixth Annual General Meeting of the Company will be held at Atlanta West, Level 3, Armada Hotel, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 26 June 2019 at 10.00 a.m. for the following purposes:-

**A G E N D A**

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Directors' and Auditors' Reports thereon.
2. To approve the proposed payment of Directors' fees amounting to RM 400,000 in respect of the financial year ending 31 December 2019, to be made payable quarterly.
3. To approve the payment of Directors' benefits (other than Directors' fees) up to an amount of RM 500,000 for the period from 1 January 2019 until the conclusion of the next Annual General Meeting of the Company, to be made payable quarterly.
4. To re-elect Encik Izlan Bin Izhah, who retires by rotation pursuant to Article 70 of the Constitution of the Company.
5. To re-elect Ir. Shahul Hamid Bin Mohd Ismail who retires pursuant to Article 70 of the Constitution of the Company.
6. To re-appoint PricewaterhouseCoopers PLT (LLP0014401-LCA & AF1146) as the Company's Auditors and to authorise the Directors to fix their remuneration.

**Please refer to Explanatory Note to the Agenda**  
**Ordinary Resolution 1**  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**  
**Ordinary Resolution 4**  
**Ordinary Resolution 5**  
**Ordinary Resolution 6**

**AS SPECIAL BUSINESS**

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

**Authority for Directors to issue and allot shares in the Company pursuant to Section 75 and 76 of the Companies Act, 2016**

"**THAT** subject always to the Companies Act, 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75 and 76 of the Companies Act, 2016 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being.

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

8. Proposed Adoption of a New Constitution of the Company

"**THAT** approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix II to the Circular to Shareholders dated 30 April 2019 accompanying the Company's Annual Report 2018 for the financial year ended 31 December 2018 be and is hereby adopted as the Constitution of the Company **AND THAT** the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

**ANY OTHER BUSINESS**

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

**Special Resolution**

BY ORDER OF THE BOARD

**CHEN BEE LING (MAICSA 7046517)**  
**TAN LAI HONG (MAICSA 7057707)**

Company Secretaries

Selangor Darul Ehsan

Date : 30 April 2019

**Notes:**

1. In regard of deposited securities, only members whose names appears in the Record of Depositors as at 18 June 2019 shall be eligible to attend the Meeting and to speak and vote thereat.
2. A member of the Company who is entitled to attend and vote at the Meeting shall be entitled to appoint any person as his/her proxy to attend and vote in his/her stead. There shall be no restriction as to the qualification of the proxy. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
3. A member of the Company may appoint not more than two (2) proxies to attend the Meeting. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hands of the member or of his/her attorney duly authorised in writing or if the member is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised. If the instrument appointing a proxy is executed by an officer or attorney duly authorised in writing, supporting documents are to be produced on the day of the Annual General Meeting for verification by the Company Secretary.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account to attend and vote at the Meeting.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), such Exempt Authorised Nominee may appoint multiple proxies in respect of each omnibus account it holds. The appointment of multiple proxies shall be invalid unless the authorised nominee or exempt authorised nominee specifies the proportion of its shareholdings to be represented by each proxy it has appointed.
7. To be valid, the Form of Proxy must be completed, signed and deposited at the Share Registrar's office at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the Meeting or adjourned meeting.
8. Registration will commence at 8.30 a.m. and close at 10.30 a.m. on the day of the Meeting. Members and proxies are advised to be punctual. For verification purposes, members and proxies are required to produce their original identification card at the registration counter.
9. Drinks and lunch will be provided.
10. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all resolutions set out in the Notice of the Sixth Annual General Meeting will be put to vote on a poll.

**Explanatory Notes to the Agenda:**

**Item 1 of the Agenda**

This item of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item of the Agenda is not put forward for voting.

**Items 2 and 3 of the Agenda**

**Payment of Directors' fees and benefits**

Section 230(1) of the Companies Act, 2016 provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

In this respect, the Company is seeking shareholders' approval for the payment of Directors' fees totaling RM 400,000 for the financial year ending 31 December 2019.

Besides, the Company is also seeking shareholders' approval for the payment of Directors' benefits up to an amount of RM 500,000 for the period from 1 January 2019 until the conclusion of the next Annual General Meeting of the Company.

The estimated amount payable (Directors' fees and benefits) is based on the assumption that the Company maintain its existing Board composition. In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional benefits to meet the shortfall.

The proposed payment of benefits comprises meeting allowances and training allowances payable to the Chairman and members of the Board and Board Committees.

**Items 4 and 5 of the Agenda**

Article 70 of the Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an Annual General Meeting of the Company. With the current Board size of five (5) directors, two (2) Directors are to retire in accordance with Article 70 of the Constitution.

**Item 7 of the Agenda**

**Authority for Directors to issue and allot shares in the Company pursuant to Section 75 and 76 of the Companies Act, 2016**

This is the renewal of the mandate obtained from the members at the last Annual General Meeting held on 28 June 2018 ("the previous mandate"). The previous mandate was not utilised and accordingly, no proceeds were raised.

The proposed Ordinary Resolution 6 is to empower the Directors to issue and allot shares in the Company up to an aggregate amount not exceeding 10% of the total issued share capital of the Company for such purposes as they consider would be in the interest 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.

**Item 8 of the Agenda**

**Proposed Adoption of a New Constitution of the Company**

The proposed Special Resolution, if passed, will bring the Company's Constitution in line with the Companies Act, 2016 and amended Main Market Listing Requirements of Bursa Malaysia Securities Berhad which was issued on 29 November 2017 and will enhance administrative efficiency. The proposed new Constitution is set in the Circular to Shareholders dated 30 April 2019 accompanying the Company's Annual Report for the financial year ended 31 December 2018.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

**Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad**

No notice in writing has been received by the Company nominating any candidate for election as Directors at the 6th AGM of the Company. The Directors who are due for retirement and seeking for re-election pursuant to the Company's Constitution are as set out in the Notice of 6th AGM and their profile are set out in the Directors' Profile in the 2018 Annual Report.

**Authority for Directors to issue and allot shares in the Company pursuant to Section 75 and 76 of the Companies Act, 2016**

This is a renewal of the mandate obtained from the shareholders of the Company at the Annual General Meeting of 28 June 2018 and if passed, will empower the Directors of the Company to issue and allot shares up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.

This authority unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting.

The renewal of this mandate would provide flexibility to the Company for any possible fund raising exercise, including but not limited for further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions. This authority is to avoid any delay and cost involved in convening a general meeting to approve such issuance of shares.

As at the date of the Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 5th AGM held on 28 June 2018 and which will lapse at the conclusion of the 6th AGM to be held on 26 June 2019.