

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE TWENTY-THIRD ANNUAL GENERAL MEETING OF DRB-HICOM BERHAD ("THE COMPANY") WILL BE HELD AT THE GLENMARIE BALLROOM, HOLIDAY INN KUALA LUMPUR GLENMARIE, NO. 1, JALAN USAHAWAN U1/8, SEKSYEN U1, 40250 SHAH ALAM, SELANGOR DARUL EHSAN ON THURSDAY, 19 SEPTEMBER 2013 AT 9.00 A.M. FOR THE FOLLOWING PURPOSES:-**

## **ORDINARY BUSINESS**

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2013 together with the Reports of Directors and Independent Auditors thereon.
2. To approve the declaration of a final gross dividend of 0.5 sen per share less taxation of 25% and tax exempt dividend of 4.0 sen per share in respect of the financial year ended 31 March 2013. (Ordinary Resolution 1)
3. To re-elect the following Directors who retire by rotation in accordance with Article 79 of the Company's Articles of Association:
  - (i) YBhg Tan Sri Dato' Sri Haji Mohd Khamil bin Jamil. (Ordinary Resolution 2)
  - (ii) YBhg Tan Sri Marzuki bin Mohd Noor. (Ordinary Resolution 3)
4. To consider and if thought fit, to pass the following Ordinary Resolutions in accordance with Section 129 of the Companies Act, 1965:-
  - (i) "THAT YBhg Datuk Haji Abdul Rahman bin Mohd Ramli, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting." (Ordinary Resolution 4)
  - (ii) "THAT Mr Ong Ie Cheong, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting." (Ordinary Resolution 5)
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

## **SPECIAL BUSINESS:-**

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

6. Proposed Amendments to the Articles of Association of the Company (Special Resolution)

"THAT the proposed amendments to the Articles of Association of the Company as set out in Appendix 1 attached to this Annual Report be and are hereby approved and in consequence thereof, the new set of Articles of Association incorporating the amendments be adopted AND THAT the Directors and Secretary be and are hereby authorised to carry out the necessary steps to give effect to the amendments."

## **NOTICE OF DIVIDEND PAYMENT**

NOTICE IS HEREBY GIVEN that the final gross dividend of 0.5 sen per share less taxation of 25% and tax exempt dividend of 4.0 sen per share in respect of the financial year ended 31 March 2013, if approved by the shareholders at the Annual General Meeting, will be paid on 18 October 2013 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 25 September 2013.

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

- (a) Shares deposited into the depositor's securities account before 12.30 p.m. on 23 September 2013 in respect of shares exempted from mandatory deposit;
- (b) Shares transferred into the depositor's securities account before 4.00 p.m. on 25 September 2013 in respect of transfers; and
- (c) Shares bought on Bursa Malaysia Securities Berhad on a cum-entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

## **By Order of the Board**

**DATO' CAROL CHAN CHOY LIN** (MIA 3930)  
Company Secretary

Shah Alam, Selangor Darul Ehsan  
28 August 2013

# NOTICE OF ANNUAL GENERAL MEETING

## NOTES:-

### 1. Agenda 1 – Audited Financial Statements

This agenda item is meant for discussion only as the provision of Section 169 (1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence is not put forward for voting.

### 2. Proxy

- a. A member entitled to attend the meeting may appoint not more than two (2) proxies who may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- b. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- c. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- d. The instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof, shall be deposited at the Share Registrar's Office, Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan (Tel : 03-7849 0777) not less than forty-eight (48) hours before the time set for holding this meeting.

### 3. Agenda 6 – Special Resolution

#### **Proposed Amendments to the Articles of Association**

The proposed Special Resolution, if passed will enable the Company to comply with the amendment to Paragraph 7.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad dated 22 September 2011.

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# STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

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Names of Directors who are standing for re-election/re-appointment:-

#### **Under Article 79 of the Company's Articles of Association**

YBhg Tan Sri Dato' Sri Haji Mohd Khamil bin Jamil.

YBhg Tan Sri Marzuki bin Mohd Noor.

#### **Under Section 129 of the Companies Act, 1965**

YBhg Datuk Haji Abdul Rahman bin Mohd Ramli.

Mr Ong Ie Cheong.

The details of the abovenamed Directors who are standing for re-election/re-appointment are set out in the Profile of Directors (Pages 42 to 51 of the Annual Report).

**Appendix 1**

## Proposed Amendments to the Articles of Association of DRB-HICOM Berhad

## 1. The details on the proposed amendments to the Articles of Association of DRB-HICOM Berhad are as set out below:-

## i. Proposed insertion of new Article

## ARTICLE 2 (NEW INTERPRETATION)

## 2.20 Exempt Authorised Nominees

An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.

## 2.21 Omnibus Account

An account in which securities are held for two or more beneficial owners in one securities account.

## ii. Proposed amendment to the existing Article 74(a)(ii)

## 74(a)(ii) APPOINTMENT OF AT LEAST ONE PROXY

In the case 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 ~~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 authorised nominee (an authorised nominee which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act) 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.

Where an authorised nominee or an exempt authorised nominee appoints proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

## iii. Proposed insertion of New Article

## 74(c) QUALIFICATION AND RIGHTS OF PROXY TO SPEAK

(i) A member of the Company entitled to attend and vote at a meeting or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting. There shall be no restriction as to the qualification of the proxy.

(ii) A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.

## 2. Rationale

Bursa Malaysia had per letter dated 22 September 2011 required public listed companies to amend their Articles of Association so as to:-

- a. allow a member who is an exempt authorised nominee to appoint multiple proxies for each omnibus account it holds; and
- b. accord proxies the same rights as members to speak at the general meeting.

The amendments of the Articles of Association must be made by the public listed companies latest by 31 December 2013.