

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty-Fourth 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 Tuesday, 30 September 2014 at 9.00 a.m. for the following purposes:-

### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2014 together with the Reports of Directors and Independent Auditors thereon.
2. To approve the declaration of a single tier final dividend of 4.5 sen per share in respect of the financial year ended 31 March 2014. (Resolution 1)
3. To consider and if thought fit, to pass the following Ordinary Resolutions in accordance with Article 79 of the Company's Articles of Association:-
  - (i) "THAT YBhg Dato' Syed Mohamad bin Syed Murtaza, the Senior Independent Director of the Company, who is retiring by rotation in accordance with Article 79 of the Articles of Association of the Company, be and is hereby re-elected and retained as Senior Independent Director of the Company until the conclusion of the next annual general meeting." (Resolution 2)
  - (ii) "THAT YBhg Dato' Ibrahim bin Taib, the Director retiring by rotation in accordance with Article 79 of the Articles of Association of the Company, be and is hereby re-elected to the Board." (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, the Independent Director, who is retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed and retained as Independent Director of the Company to hold office until the conclusion of the next annual general meeting." (Resolution 4)
  - (ii) "THAT Mr Ong le Cheong, the Independent Director, who is retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed and retained as Independent Director of the Company to hold office until the conclusion of the next annual general meeting." (Resolution 5)
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)

## NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN that the single tier final dividend of 4.5 sen per share in respect of the financial year ended 31 March 2014, if approved by the shareholders at the Annual General Meeting, will be paid on 30 October 2014 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 6 October 2014.

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 2 October 2014 in respect of shares exempted from mandatory deposit;
- (b) Shares transferred into the depositor's securities account before 4.00 p.m. on 6 October 2014 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  
8 September 2014

### 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.

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### 3. Resolutions 2, 4 and 5 Re-Appointment of Director

The Ordinary Resolutions 2, 4 and 5 under Agenda 3(i), 4(i) and 4(ii) are to seek the shareholders' approval to re-appoint and retain the following Independent Directors of the Company:-

- (i) YBhg Dato' Syed Mohamad bin Syed Murtaza who has served as a Senior Independent Non-Executive Director of the Company for a cumulative term of close to nine (9) years and is retiring by rotation in accordance with Article 79 of the Articles of Association of the Company.
- (ii) YBhg Datuk Haji Abdul Rahman bin Mohd Ramli, aged 75 and who has served as an Independent Non-Executive Director of the Company for a cumulative term of close to nine (9) years and is retiring pursuant to Section 129 of the Companies Act, 1965.
- (iii) Mr Ong le Cheong, aged 73 and who has served as an Independent Non-Executive Director of the Company for a cumulative term of close to nine (9) years and is retiring pursuant to Section 129 of the Companies Act, 1965.

The Ordinary Resolutions 4 and 5 must be passed by a majority of not less than three-fourth of such Members of the Company as being present and entitled to vote in person or where proxies are allowed, by proxy at the Annual General Meeting ("AGM") of the Company. If passed, it will enable the Directors to hold office until the next AGM of the Company.

The Malaysian Code on Corporate Governance 2012 recommends that Shareholders' approval be sought in the event that the Company intends to retain an Independent Director who has served in that capacity for more than nine (9) years.

In relation thereto, the Board, through the Nomination and Remuneration Committee, has assessed the independence of YBhg Dato' Syed Mohamad bin Syed Murtaza, YBhg Datuk Haji Abdul Rahman bin Mohd Ramli and Mr Ong le Cheong who have served as Independent Non-Executive Directors of the Company for a cumulative term of close to nine (9) years, their nine (9) year terms are due on 28 October 2014, which is one (1) month after this AGM.

The Board recommended that YBhg Dato' Syed Mohamad bin Syed Murtaza, YBhg Datuk Haji Abdul Rahman bin Mohd Ramli and Mr Ong le Cheong to continue to act as Independent Non-Executive Directors of the Company for the following reasons:-

- (a) They fulfil the criteria as Independent Directors as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgment to the Board.
- (b) Their mix of skills and vast experiences in the various industries of the Company and finance related field enable them to provide the Board with a diverse set of experience, expertise, skills and competence.
- (c) They understand the Company's business operations which allow them to participate actively and contribute positively during deliberations or discussions at both the Committees and Board meetings.
- (d) They devote sufficient time and effort and attend all the Committees and Board meetings for informed and balanced decision making.
- (e) They exercise due care as Independent Directors of the Company and carry out their professional and fiduciary duties in the interest of the Company, shareholders as well as stakeholders.

## STATEMENT ACCOMPANYING NOTICE OF 24<sup>TH</sup> ANNUAL GENERAL MEETING

(PURSUANT TO PARA 8.27(2) OF BURSA MALAYSIA SECURITIES BERHAD MAIN MARKET LISTING REQUIREMENTS)

- A. The profiles of the Directors who are standing for re-election as per Agenda 3(i) and 3(ii) of the Notice of 24<sup>th</sup> AGM are stated on pages 24 to 27 of this Annual Report.
- B. The profiles of the Directors who are standing for re-appointment as per Agenda 4(i) and 4(ii) of the Notice of 24<sup>th</sup> AGM are stated on pages 28 to 29 of this Annual Report.