

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixty-Third Annual General Meeting of RCE Capital Berhad will be held at Ballroom 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor, Malaysia on Tuesday, 29 August 2017 at 10.30 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2017 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
- To declare a final single-tier dividend of 3 sen per ordinary share for the financial year ended 31 March 2017. **Resolution 2**
- To approve the payment of Directors' fees of RM336,000 for the financial year ended 31 March 2017. **Resolution 3**
- To approve the Directors' benefits to the Non-Executive Directors of the Company for the period from 31 January 2017 until the next Annual General Meeting of the Company to be held in 2018. **Resolution 3**
- To re-elect the following Directors who retire pursuant to Article 106 of the Company's Articles of Association: **Resolution 4**
(i) Mr. Soo Kim Wai **Resolution 5**
(ii) Encik Mahadzir bin Azizan **Resolution 6**
- To re-elect Datuk Mohamed Azmi bin Mahmood who retires pursuant to Article 93 of the Company's Articles of Association. **Resolution 7**
- To re-appoint Tan Sri Mohd Zaman Khan @ Hassan bin Rahim Khan who retires at the conclusion of the Sixty-Third Annual General Meeting of the Company as Director of the Company. **Resolution 8**
- To re-appoint Messrs Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following ordinary resolutions, with or without modifications:

- Authority to Issue Shares Pursuant to Section 75 of the Companies Act 2016** **Resolution 9**
"THAT subject always to the Companies Act 2016, provisions of the Company's Articles of Association and the approval from the relevant authorities, where such approval is necessary, full authority be and is hereby given to the Directors pursuant to Section 75 of the Companies Act 2016 to issue and allot 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **Resolution 10**
"THAT subject to Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Company and its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.2 of the Circular to Shareholders dated 21 July 2017, provided that the transactions are in the ordinary course of business which are necessary for day-to-day operations and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company and that the aggregate value of such transactions conducted pursuant to the shareholders' mandate during the financial year be disclosed in the annual report of the Company;

AND THAT such authority conferred shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed;
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders of the Company in general meeting, whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution."

11. Proposed Renewal of Share Buy-Back Authority

"THAT subject to the Companies Act 2016 ("Act"), provisions of the Articles of Association of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and any other relevant authorities, approval be and is hereby given for the Company to purchase ordinary shares in the Company as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may in their absolute discretion deem fit and expedient in the interest of the Company ("Share Buy-Back Mandate") provided that:

- the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company at any point of time pursuant to the Share Buy-Back Mandate shall not exceed ten per centum (10%) of the total number of issued ordinary shares of the Company for the time being;
- the maximum funds to be allocated by the Company for the purpose of purchasing its own ordinary shares shall not exceed the retained profits of the Company based on the audited financial statements for the financial year ended 31 March 2017 of RM227,131,682;
- the authority conferred by this resolution will be effective immediately upon the passing of this ordinary resolution and will continue to be in force until:
 - 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 the general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
 - 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 general meeting, whichever is the earlier;
- the shares so purchased by the Company pursuant to the Share Buy-Back Mandate be retained as treasury shares which may be distributed as dividends and/or resold on Bursa Securities and/or cancelled and/or dealt with by the Directors in the manners allowed by the Act;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as they may consider expedient or necessary to implement and give effect to the Share Buy-Back Mandate."

12. Retention of Dato' Che Md Nawawi bin Ismail as Independent Director

"THAT approval be and is hereby given to Dato' Che Md Nawawi bin Ismail, who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company until the conclusion of the next Annual General Meeting." **Resolution 12**

13. Retention of Tan Sri Mohd Zaman Khan @ Hassan bin Rahim Khan as Independent Director

"THAT subject to the passing of Resolution 7, approval be and is hereby given to Tan Sri Mohd Zaman Khan @ Hassan bin Rahim Khan, who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company until the conclusion of the next Annual General Meeting." **Resolution 13**

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

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT the final single-tier dividend of 3 sen per ordinary share for the financial year ended 31 March 2017, if approved by the shareholders, will be paid on 20 September 2017 to depositors who are registered in the Record of Depositors at the close of business on 7 September 2017.

A depositor shall qualify for entitlement only in respect of:

- shares transferred into the Depositor's Securities Account before 4.00 p.m. on 7 September 2017 in respect of transfers; and
- shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

JOHNSON YAP CHOON SENG (MIA 20766)

SEOW FEI SAN (MAICSA 7009732)

Secretaries

Petaling Jaya

21 July 2017

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors as at 22 August 2017 shall be eligible to attend, speak and vote at the Sixty-Third Annual General Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy.
- Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint 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.
- A member who is an exempt authorised nominee is entitled to appoint multiple proxies for each omnibus account it holds.
- 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 the attorney.
- The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS 7/26, 47301 Petaling Jaya, Selangor, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

Explanatory Notes:

(i) The Audited Financial Statements under Agenda 1 are meant for discussion only in accordance with Section 340(1)(a) of the Companies Act 2016 and do not require shareholders' approval. Hence, this Agenda will not be put forward for voting.

(ii) Resolution 3 - Directors' Benefits

Pursuant to Section 230(1) of the Companies Act 2016 which came into force on 31 January 2017, fees and benefits payable to the Directors of the Company shall be approved at a general meeting.

The proposed Resolution 3 is to seek shareholders' approval for the payment of Directors' benefits for the period from 31 January 2017 until the next Annual General Meeting of the Company to be held in 2018 ("Relevant Period"). The Directors' benefits comprise allowances and other emoluments payable to the Non-Executive Chairman and Non-Executive Directors of the Company, and the estimated total amount of Directors' benefits for the Relevant Period is expected to come up to approximately RM855,067, which is derived on the following basis:

Description	Non-Executive Chairman	Non-Executive Directors
Monthly fixed allowance	RM13,000	
Defined Contribution	19% of monthly fixed allowance	Not Applicable
Benefits-in-kind	RM23,133 per month	
Other Benefits	Directors' Liability Insurance	Directors' Liability Insurance
Meeting allowance (Independent Directors only):	Chairman (per meeting)	Member (per meeting)
• Board	RM2,000	RM1,000
• Board Committees	RM2,000	RM1,000

The monthly fixed allowance, benefits-in-kind and other emoluments are given to the Chairman of the Company in recognition of the significant roles in leadership and oversight, and the scope of responsibilities expected of him.

In determining the estimated total Directors' benefits for the Relevant Period, the size of the Board and Board Committees and the number of meetings estimated to be held during the Relevant Period based on the above remuneration structure were taken into consideration.

(iii) Resolution 7 - Re-appointment of Tan Sri Mohd Zaman Khan @ Hassan bin Rahim Khan as Director of the Company

Tan Sri Mohd Zaman Khan @ Hassan bin Rahim Khan who is above the age of 70, was re-appointed as Director of the Company at the last Annual General Meeting ("AGM") held on 24 August 2016 pursuant to Section 129 of the Companies Act, 1965 to hold office until the conclusion of this AGM. The Companies Act 2016 which came into force on 31 January 2017 does not have a provision on the maximum age limit of 70 years. The proposed Resolution 7, if passed, will enable Tan Sri Mohd Zaman Khan @ Hassan bin Rahim Khan to continue in office as Director of the Company. He will thereafter be subject to retirement by rotation.

(iv) Resolution 9 - Authority to Issue Shares Pursuant to Section 75 of the Companies Act 2016

The Ordinary Resolution proposed under item 9 is for the purpose of seeking a renewal of the general mandate ("General Mandate") and if passed, will empower the Directors of the Company pursuant to Section 75 of the Companies Act 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new share in the Company was issued pursuant to the mandate granted to the Directors at the Sixty-Second AGM of the Company held on 24 August 2016.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to funding future investment, working capital, acquisitions or such other purposes as the Directors consider would be in the best interest of the Company.

(v) Resolution 10 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Ordinary Resolution proposed under item 10, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to paragraph 10.09 of Bursa Malaysia Securities Berhad Main Market Listing Requirements. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

(vi) Resolution 11 - Proposed Renewal of Share Buy-Back Authority

The Ordinary Resolution proposed under item 11, if passed, will allow the Company to purchase up to 10% of the total number of issued ordinary shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

(vii) Resolution 12 and Resolution 13 - Retention of Dato' Che Md Nawawi bin Ismail and Tan Sri Mohd Zaman Khan @ Hassan bin Rahim Khan as Independent Directors

The Ordinary Resolutions proposed under items 12 and 13, if passed, will allow Dato' Che Md Nawawi bin Ismail and Tan Sri Mohd Zaman Khan @ Hassan bin Rahim Khan to be retained and to continue to act as Independent Directors of the Company. The Nomination & Remuneration ("N&R") Committee of the Company has assessed the independence of all Independent Directors including the abovementioned Directors and recommended to retain them as Independent Directors of the Company. The Board endorsed the N&R Committee's recommendation and is of the view that their retention as Independent Directors of the Company is in the best interest of the Company. Details of the Board's justification and recommendation for the retention of Dato' Che Md Nawawi and Tan Sri Mohd Zaman Khan as Independent Directors are set out in the Statement on Corporate Governance in the Annual Report 2017 on page 32.

Further information on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and the Proposed Renewal of Share Buy-Back Authority are set out in the Circular/Statement to Shareholders dated 21 July 2017 which is despatched together with the Company's Annual Report 2017.