

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 51st Annual General Meeting of Guinness Anchor Berhad (the Company) will be held at Grand Ballroom, Connexion @ Nexus, No. 7, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia on Wednesday, 25 November 2015 at 10.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 June 2015 together with the Directors' and Auditors' Reports thereon.

Ordinary Resolution 1

- To approve the payment of a final single tier dividend of 51 sen per 50 sen stock unit in respect of the financial year ended 30 June 2015.

Ordinary Resolution 2

- To re-elect Mr Hans Essaadi who retires by rotation pursuant to Article 89 of the Company's Articles of Association as a Director of the Company.

Ordinary Resolution 3

- To re-elect Datin Ngiam Pick Ngoh, Linda who retires by rotation pursuant to Article 89 of the Company's Articles of Association as a Director of the Company.

Ordinary Resolution 4

- To elect Mr Yong Weng Hong who retires pursuant to Article 96 of the Company's Articles of Association as a Director of the Company.

Ordinary Resolution 5

- To elect Mr Frans Erik Eusman who retires pursuant to Article 96 of the Company's Articles of Association as a Director of the Company.

Ordinary Resolution 6

- To approve the proposed increase and payment of Directors' fee of up to RM685,000 for the financial year ending 30 June 2016.

Ordinary Resolution 7

- To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 8

As Special Business

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

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (PROPOSED SHAREHOLDERS' MANDATE)

THAT, pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities), the Company and / or its subsidiaries (the Group) be and are hereby authorised to enter into any of the recurrent transactions of a revenue or trading nature as set out in Section 2.3 of the Circular to Shareholders dated 3 November 2015 with the related parties mentioned therein which are necessary for the Group's day-to-day operations, subject further to the following:

- the transactions are 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 are not detrimental to the minority shareholders of the Company; and

- disclosure of the aggregate value of the transactions of the Proposed Shareholders' Mandate conducted during the financial year will be disclosed in the Annual Report for the said financial year,

AND 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 it will lapse, unless by a resolution passed at the Meeting, 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 143(1) of the Companies Act, 1965 (the Act) (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or

- revoked or varied by the Company in a general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate.

Ordinary Resolution 9

- To consider any other business of which due notice have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of Stockholders, a final single tier dividend of 51 sen per 50 sen stock unit in respect of the financial year ended 30 June 2015 will be paid on 31 December 2015 to Stockholders registered at the close of business on 10 December 2015.

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

- Shares deposited into the Depositor's securities account before 12.30 pm on 7 December 2015 in respect of shares which are exempted from mandatory deposit;
- Shares transferred into the Depositor's securities account before 4.00 pm on 10 December 2015 in respect of ordinary transfers; and
- Shares bought on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Ng Sow Hoong
Company Secretary
MAICSA 7027552

Petaling Jaya
3 November 2015

NOTES:

- Pursuant to Article 56 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at **12 November 2015**. Only a depositor whose name appears on such Record of Depositors shall be entitled to attend and vote at the meeting.
- A member entitled to attend and vote at the meeting may only appoint **one (1) proxy** to attend and vote in his stead. A proxy may but need not be a member of the Company and there shall be no restrictions as to the qualification of the proxy. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the Form of Proxy. An exempt authorised nominee with more than one securities account must submit a separate Form of Proxy for each securities account.
- For a proxy to be valid, the **original** Form of Proxy must be deposited at the Share Registrar's Office, Tricor Investor 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, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Any alteration to the Form of Proxy must be initiated.
- Registration
Registration will commence at 8.00 a.m. and close promptly at 10.30 a.m. on the day of the meeting. Members and proxies are advised to be punctual. For verification purpose, members and proxies are required to produce their original identity card at the registration counter.

Door gifts will be distributed to members or proxies upon their registration as a token of appreciation for their continued support to the Company. Please take note each member or proxy who is present shall be entitled to one (1) door gift only upon registration, irrespective of the number of members he / she represents. For example, in the event that a proxy represents two or more members, he / she shall be entitled to one (1) door gift only.

EXPLANATORY NOTES

Ordinary Resolution 7

- Proposed increase and payment of Directors' Remuneration for the financial year ending 30 June 2016**

It is proposed that the current remuneration for the Non-Executive Directors of the Company be adjusted as follows:

	RM	
	Current	Proposed
Annual fee for Non-Executive Director	60,000	75,000
Annual fee for Audit Committee member	Nil	5,000
Annual fee for Nomination and Remuneration Committee member	Nil	4,000
Annual allowance for Audit Committee Chairman	6,500	8,000
Annual allowance for Nomination and Remuneration Committee Chairman	4,000	6,000
Annual allowance for Board Chairman	100,000	No change
Meeting allowance (per meeting attended)	1,200	No change

The total remuneration payable for the financial year ending 30 June 2016 is estimated to be around RM685,000, calculated based on the above proposal and the current composition of the Board and Board Committees. The proposed adjustment will enhance the Board's ability to attract and retain Directors of high calibre with the necessary skills and experience to drive the Group's success. It is also to align the Directors' remuneration of the Company to other fast-moving consumer goods companies.

The proposed motion, if passed, will facilitate payment of remuneration to Non-Executive Directors of the Company based on the above adjustment during the financial year ending 30 June 2016.

Ordinary Resolution 9

- Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature**

Ordinary Resolution 9, if passed, will allow the Group to enter into the recurrent related party transactions in the ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur, would be eliminated. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group. The Shareholders' Mandate is subject to renewal on an annual basis.

Further information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders of the Company dated 3 November 2015.