

POLY GLASS FIBRE (M) BHD. (42138-X)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting of the Company will be held at Function Hall I, The Gurney Hotel & Residences, Penang, No. 18, Persiaran Gurney, 10250 Penang on 28 August 2012 at 2.30 p.m. for the following purposes: -

AGENDA

ORDINARY BUSINESS

1. To receive the Company's Audited Financial Statements for the year ended 29 February 2012 together with the Reports of Directors and Auditors thereon.
2. To re-elect the following Directors who retire in accordance with Article 84 of the Articles of Association of the Company, and being eligible have offered themselves for re-election: -
 - (a) Mr. Fong Wern Sheng (Resolution 1)
 - (b) Mr. Sia Taik Hian (Resolution 2)
3. To approve the Directors' Fees and Remuneration. (Resolution 3)
4. To re-appoint Messrs KPMG as Auditors to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 4)

SPECIAL BUSINESS

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

5. **Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**
"That, subject always to the Companies Act, 1965 ("the Act") and the Articles of Association of the Company and approvals of the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant Governmental or regulatory authorities, where such approvals are necessary, the Directors be and are hereby given full authority, pursuant to Section 132D of the Act to issue and allot shares in the capital of the Company at any time upon such terms and conditions and for such purposes as the Directors may, in their discretion, deem fit, provided that the aggregate number of the shares to be issued pursuant to this resolution does not exceed ten percentum (10%) of the issued and paid-up share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company." (Resolution 5)

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

6. **Proposed Amendments to Articles of Association**
"That Article 73A and 78 of the Company's Articles of Association be deleted in its entirety and be replaced as follow:-

73A. Where a member of the Company is an exempt authorised nominee 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. An exempt authorized nominee refers to an authorized nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A of SICDA.

78. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may be any person selected at the absolute discretion of the appointer or his attorney and a proxy appointee to attend and vote at a meeting of company shall have the same rights as the member to speak at the meeting. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

And that the Directors of the Company be and are hereby authorized to assent to any modifications, variations and/or amendments as may be considered necessary to give full effect to the proposed amendments to the Articles of Association of the Company." (Resolution 6)

7. To transact any other ordinary business for which due notice has been given in accordance with the Act.

NOTICE IS HEREBY GIVEN that for purpose of determining a member who shall be entitled to attend this 22nd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with the Article 62(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 17 August 2012. Only a depositor whose name appears on the Record of Depositors as at 17 August 2012 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

Ch'ng Lay Hoon
Company Secretary

Penang

3 August 2012

NOTES:

Appointment of Proxy

A member entitled to attend, speak and vote at this meeting may appoint more than one (1) proxy, who need not be a member, to attend, speak and vote in his stead. Where a member appoints more than one (1) Proxy the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.

If the appointer is a corporation, the form of proxy must be executed under its Common Seal or under the hand of its officer or attorney duly authorised.

Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each Omnibus Account it holds.

To be valid, the duly completed form of proxy must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.

Should you desire your proxy to vote on the resolutions set out in the Notice of Meeting, please indicate with a "x" in the appropriate space. If no specific direction as to voting is given, the Proxy will vote or abstain at his discretion.