

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Borneo Aqua Harvest Berhad ("BAHVEST" or "Company") will be held at the Executive Parlour, Level 6, Sabah Hotel, KM 1, Jalan Utara, 90000, Sandakan, Sabah on Thursday, 3 January 2013 at 9.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification'

### ORDINARY RESOLUTION 1

#### PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF BORNEO AQUA HARVEST BERHAD AND/OR ITS SUBSIDIARIES

"**THAT**, the approval of all the relevant authorities including but not limited to, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of the new ordinary shares of the Company to be allotted and issued hereunder pursuant to the exercise of options granted under the proposed establishment of an employees' share option scheme ("Proposed ESOS"), the terms of which are set out in the Circular to Shareholders dated 18 December 2012 ("Circular"), the Directors be and are hereby authorised to:

- establish, implement and administer an ESOS to be known as Proposed ESOS for the benefit of all eligible employees and Executive Directors of the Company and all its subsidiaries ("BAHVEST Group") (excluding subsidiaries which are dormant) ("Eligible Persons") ("Proposed ESOS"), in accordance with the provisions of the By-laws of the Proposed ESOS as set out in **Appendix I** of the Circular, under which, options will be granted to such Eligible Persons to subscribe for new ordinary shares of RM10.10 each in BAHVEST ("BAHVEST Shares");
- do all things necessary and make the necessary applications at the appropriate time or times to Bursa Securities for the listing of and quotations for the BAHVEST Shares which may from time to time be allotted and issued pursuant to the Proposed ESOS;
- allot and issue from time to time such number of BAHVEST Shares as may be required to be issued pursuant to the exercise of the options under the Proposed ESOS provided that the total number of new BAHVEST Shares to be issued under the Proposed ESOS shall not exceed in aggregate 30% of the total issued and paid-up ordinary shares of the Company (excluding treasury shares) at any point or any limit prescribed by any guidelines, rules and regulations of the relevant authorities during the duration of the Proposed ESOS and that such new BAHVEST Shares will, upon allotment and issuance, rank pari passu in all respects with the then existing BAHVEST Shares save and except that the new BAHVEST Shares shall not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid to the shareholders of the Company if the entitlement date (namely the date as at the close of business on which shareholders must be registered in order to be entitled to any dividends, rights, allotments or other distributions) thereof precedes the relevant date of issuance of the new BAHVEST Shares under the Proposed ESOS and shall be subject to all the provisions of the Articles of Association of the Company and the ACE Market Listing Requirements of Bursa Securities ("LR") relating to transfer, transmission and otherwise; and
- extend the Proposed ESOS, if the Directors of the Company deem fit, for up to a maximum period of an additional five (5) years ("Proposed ESOS Extension").

**AND THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, arrangements or undertakings and to make rules and regulations, or impose such terms and conditions or delegate part or all of its powers, and to execute, sign and deliver, for and on behalf of the Company, all such documents as may be necessary or expedient in order to give full effect to the Proposed ESOS and Proposed ESOS Extension with full power to consent to and to adopt such conditions, modifications, variations as may be required by the relevant regulatory authorities."

### ORDINARY RESOLUTION 2

#### PROPOSED GRANTING OF OPTIONS TO DATO' SERI MD KAMAL BIN BILAL

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Dato' Seri Md Kamal Bin Bilal, an Independent Non-Executive Chairman of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

### ORDINARY RESOLUTION 3

#### PROPOSED GRANTING OF OPTIONS TO DATUK LO FUI MING

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Datuk Lo Fui Ming, a Managing Director/Chief Executive Officer of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

### ORDINARY RESOLUTION 4

#### PROPOSED GRANTING OF OPTIONS TO LO TECK YONG

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Lo Teck Yong, an Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

### ORDINARY RESOLUTION 5

#### PROPOSED GRANTING OF OPTIONS TO AKINORI HOTANI

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Akinori Hotani, an Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

### ORDINARY RESOLUTION 6

#### PROPOSED GRANTING OF OPTIONS TO HENDRY SUKENDY

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Hendry Sukendy, a Non-Independent and Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

### ORDINARY RESOLUTION 7

#### PROPOSED GRANTING OF OPTIONS TO CHONG KHING CHUNG

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Chong Khing Chung, an Independent and Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

### ORDINARY RESOLUTION 8

#### PROPOSED GRANTING OF OPTIONS TO CHIU KUI TZU @ DORA

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Chiu Kui Tzu @ Dora, an Independent and Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

### ORDINARY RESOLUTION 9

#### PROPOSED GRANTING OF OPTIONS TO YB MEJAR (K) DATUK SAMSUDIN BIN YAHA

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to YB Mejar (K) Datuk Samsudin Bin Yahya, an Independent and Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

BY ORDER OF THE BOARD

#### CHONG TZU KHEN

#### KANG SHEW MENG

Secretaries

PETALING JAYA

18 December 2012

#### NOTES:

- Only members whose names appear on the Record of Depositors as at 26 December 2012 shall be entitled to attend, speak and vote at the Extraordinary General Meeting.
- A member of the Company entitled to attend and vote at the above meeting is entitled to appoint not more than two (2) proxies to attend and vote at the same meeting and the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- A proxy may but need not be a Member of the Company and the provisions of Section 149 (1)(b) of the Act shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- Where a member 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.
- 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.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Share Registrar of the Company situated at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50400 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote, and in the case of a poll, not less than forty-eight (48) hours before the time for holding the meeting.