



SYF RESOURCES BERHAD (364372-H)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF THE SEVENTEENTH (“17TH”) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 17th Annual General Meeting of the Company will be held at the Ballroom, Prescott Metro Inn, Wisma Metro Kajang, Jalan Semenyih, 43000 Kajang, Selangor Darul Ehsan on Wednesday, 23 January 2013 at 10.00 a.m. for the following purposes:-

A ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 July 2012 together with the Reports of the Directors and Auditors thereon. **(See Note 2)**
2. To approve the payment of Directors' fees for the financial year ended 31 July 2012. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who are retiring in accordance with Article 106 of the Company's Articles of Association:-
 - (i) Dato' Sri Chee Hong Leong, JP **(Ordinary Resolution 2)**
 - (ii) Dr. Roslan Bin A Ghaffar **(Ordinary Resolution 3)**
4. To elect Dato' Sri Hii Chii Kok @ Hii Chee Kok who is retiring in accordance with Article 93 of the Company's Articles of Association. **(Ordinary Resolution 4)**
5. To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

B SPECIAL BUSINESS

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

6. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **(Ordinary Resolution 6)**

“THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate nominal value of shares to be issued during the preceding 12 months does not exceed 10% of the nominal value of the issued and paid-up capital (excluding treasury shares) of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

7. **PROPOSED AUTHORITY TO PURCHASE BY SYF RESOURCES BERHAD OF UP TO TEN PERCENT (10%) OF ITS OWN ISSUED AND PAID-UP SHARE CAPITAL (“PROPOSED SHARE BUY-BACK”)** *(Ordinary Resolution 7)*

“THAT, subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM0.25 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (a) the aggregate number of shares purchased does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained earnings and share premium reserves of the Company at the time of the purchase(s); and
- (c) the Directors of the Company may decide to:-
 - i. retain the shares purchased as treasury shares for distribution as dividend to the shareholders and/or resale on the market of Bursa Securities and/or for cancellation subsequently; and/or
 - ii. cancel the shares so purchased; and/or
 - iii. retain part of the shares so purchased as treasury shares and cancel the remainder.

AND THAT such authority shall commence upon passing of this resolution and shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting at which such resolution was passed at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next Annual General Meeting after the date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting;

whichever occurs first.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

8. **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY** *(Special Resolution)*

“THAT the amendments to the Articles of Association of the Company as contained in Appendix I be hereby approved.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the amendments to the Articles of Association of the Company with full powers to assent to any conditions, modifications and/or amendments as may be required by the relevant authorities.”

C OTHER BUSINESS

9. To transact any other business of which due notice shall have been given in accordance with the Company’s Articles of Association and the Companies Act, 1965.

By Order of the Board

LIM POH YEN (MAICSA 7009745)
NG YEN HOONG (LS 008016)
Company Secretaries

Kuala Lumpur
31 December 2012

NOTES:-

1. APPOINTMENT OF PROXY

- (i) A member entitled to attend and vote at this meeting is entitled to appoint a proxy (or in the case of a corporation, a duly authorized representative) to attend and vote in his/her stead. A proxy need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1) (a) and (b) of the Companies Act, 1965 shall not apply to the Company.

A proxy appointed to attend and vote at a meeting of the Company shall have the same right as the member to speak at the meeting.

- (ii) A member may appoint a maximum of two (2) proxies to attend and vote at the same meeting. Such appointment shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.

- (iii) Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“Central Depositories Act”), 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.
- (iv) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 Authorised Nominee refers to an Authorised Nominee defined under Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.

- (v) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation/company, either under its common seal or under the hand of officer or attorney duly authorised.
- (vi) The instrument appointing a proxy must be deposited at the registered office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.
- (vii) Only members whose names appear in the Record of Depositors as at 17 January 2013 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 JULY 2012

The Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by shareholders of the Company.

3. EXPLANATORY NOTES ON SPECIAL BUSINESS

- (i) Ordinary Resolution 6 – Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The Proposed Ordinary Resolution 6 is a renewal of the general mandate pursuant to Section 132D of the Companies Act, 1965 (“General Mandate”) obtained from the shareholders of the Company at the previous Annual General Meeting and, if passed, will empower the Directors of the Company to issue new shares in the Company from time to time provided that the aggregate nominal value of shares to be issued during the preceding 12 months does not exceed 10% of the issued share capital 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 Annual General Meeting.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Sixteenth (16th) Annual General Meeting held on 20 January 2012 and which will lapse at the conclusion of the 17th Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding current and/or future project(s), working capital, acquisition and/or for issuance of shares as settlement of purchase consideration.

- (ii) Ordinary Resolution 7 – Proposed Authority to Purchase by SYF Resources Berhad of up to Ten Percent (10%) of its own issued and paid-up share capital

The proposed Ordinary Resolution 7, if passed, will provide a mandate for the Company to purchase its own shares up to 10% of the total issued and paid-up share capital of the Company and shall lapse at the conclusion of the next Annual General Meeting unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

(iii) Special Resolution – Proposed Amendments to the Articles Of Association Of The Company

The Special Resolution, if passed, will render the Articles of Association of the Company to be updated in accordance with the recent enhancements issued by Bursa Malaysia Securities Berhad amending certain provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to issue shares pursuant to a Dividend Reinvestment Scheme.

STATEMENT ACCOMPANYING NOTICE OF THE 17TH ANNUAL GENERAL MEETING

Detail of the Director who is standing for election in Agenda 4 of the Notice of the 17th Annual General Meeting is set out in the Director's Profile appearing on page 9 of this Annual Report.