



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty Second Annual General Meeting of Halex Holdings Berhad will be held at 10:30 am at the Sapphire 3 - Level 4, Grand Paragon Hotel, Johor Bahru, on Thursday, 28 March 2013 for the following businesses:

1. To receive and adopt the Audited Financial Statements for the financial year ended 30 September 2012 and the Directors' and Auditors' Reports thereon; **(Resolution 1)**
2. To declare a final single tier dividend of 6% amounting to RM3,000,000.00 in respect of the year ended 30 September 2012; **(Resolution 2)**
3. To approve the payment of Directors' fees amounting to RM234,000.00 for the financial year ended 30 September 2012; **(Resolution 3)**
4. To re-elect the following Directors, who retire in accordance with Article 86 of the Company's Articles of Association as follows:-
 - a. Tham Kut Cheong **(Resolution 4)**
 - b. Song Kok Cheong **(Resolution 5)**
 - c. Dato' Dr Yeang Hoong Yeet **(Resolution 6)**
5. To re-appoint Messrs STYL Associates as auditors of the Company and to authorize the Directors to fix their remuneration; **(Resolution 7)**

AS SPECIAL BUSINESS

To consider and, if deemed fit, to pass the following resolutions:

6. **Ordinary Resolution** **(Resolution 8)**
Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company, at any time until the conclusion of the next Annual General Meeting 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 does not exceed ten percent (10%) of the issued capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotments and issues."

7. **Ordinary Resolution** **(Resolution 9)**
Proposed Renewal of Authority for Share Buy-Back

"THAT subject to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares of RM0.50 each in the Company's issued and paid-up share capital through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company PROVIDED THAT:-

- a. The aggregate number of ordinary shares of RM0.50 each in the Company which may be purchased and / or held by the Company shall not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any one time.
- b. The maximum amount of funds to be allocated for the purchased share shall not exceed the aggregate amount of the share premium and unappropriated profit of the Company.
- c. The authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-
 - (i) The conclusion of the next Annual General Meeting of the Company following the general meeting at which this resolution was passed at which time shall lapse unless by an ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to condition; or
 - (ii) The expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extensions as may be allowed to Section 143(2) of the Act); or
 - (iii) Revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,whichever occurs first.

AND THAT the Board of Directors ("Board") be and are hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 67A of the Act) and / or to cancel the Purchased Shares and / or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and / or resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and / or cancelled subsequently and / or to retain part of the Purchased Shares as treasury shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and / or orders of Bursa Securities and other relevant authorities for the time being in force;

AND THAT the Board be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interests of the Company."

8. **Special Resolution** **(Resolution 10)**
Proposed Amendments to the Articles of Association

"THAT the proposed amendments to the Articles of Association of the Company as set out in Appendix 1 of the Annual Report 2012 of the Company be and are hereby approved."

9. To transact any other business for which due notice shall have been given.

By order of the Board,

LAANG JHE HOW (MIA 25193)

(Company Secretary)

Kuala Lumpur

Dated: 4 March 2013

Notes:

1. A member shall be entitled to appoint more than two (2) proxies to attend, vote and speak at the Meeting and a member who appoints more than one (1) proxy, the appointment shall be invalid unless he / she specifies the proportions of his / her shareholdings to be represented by each proxy.
2. A proxy may but need not be a member of the company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of an officer or its attorney duly authorized.
4. The proxy form must be deposited at the registered office, No. 9, Jalan Taruka, Tampoi Industrial Estate, 81200 Johor Bahru, Johor D.T not less than 48 hours before the time set for the Meeting or any adjournment thereof.
5. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 March 2013 ("General Meeting Record of Depositors") shall be entitled to attend, vote and speak at the Meeting or appoint a proxy or proxies to attend, vote and speak in his / her stead.

1. Explanatory Notes on Ordinary Business:-

Ordinary Resolution 1

Audited Financial Statements for the financial year ended 30 September 2012

The item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, the Agenda will not be put forward for voting.

2. Explanatory Notes on Special Business:-

a. Ordinary Resolution 8

Proposed Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the Twenty Second AGM of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the Twenty First AGM of the company held on 29 March 2012 (hereinafter referred to as the "Previous Mandate").

The Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

b. Ordinary Resolution 9

Proposed Renewal of Authority for Share Buy-Back

The proposed Ordinary Resolution 9, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the issued and paid-up share capital of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting. For further information, please refer to the Circular to Shareholders dated 4 March 2013 which is circulated together with this Annual Report.

c. Special Resolution 10

Proposed Amendments to the Articles of Association

The proposed Resolution 10, if passed, will bring the Company's Articles of Association in line with the amendments to the Main Market Listing Requirements of Bursa Securities, as set out in Appendix 1 of the Annual Report 2012 of the Company.