

Notice of Annual General Meeting

 Kuala Lumpur
 5 June 2013

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of the Company will be held at Kemuning 3, Bukit Kemuning Golf & Country Resort, Lot 6031, Batu 7, Bukit Kemuning, 42450 Shah Alam, Selangor Darul Ehsan on Thursday, 27 June 2013 at 5.00 p.m. for the following purposes:-

**AGENDA
 AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **Note B**
2. To re-elect Encik Mohd Shukri Bin Abdullah who retires pursuant to Article 92 of the Company's Articles of Association. **Resolution 1**
3. To re-elect the following Directors who retire pursuant to Article 98 of the Company's Articles of Association:-

3.1	Dato' Malek Radzuan Bin Saharin	Resolution 2
3.2	Encik Ezrul Ehsan Bin Ismail	Resolution 3
3.3	Mr. Deepak Jaikishan A/L Jaikishan Rewachand	Resolution 4
3.4	Mr. Arulampalam A/L S Mariampillai	Resolution 5
3.5	Mr. Poh Hou Liang	Resolution 6
4. To re-appoint Messrs STYL Associates as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **Resolution 7**

AS SPECIAL BUSINESS

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

**5. ORDINARY RESOLUTION 1 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 allot and issue shares in the Company at any time 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 to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total issued capital of the Company at the time of issue **AND THAT** the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**6. SPECIAL RESOLUTION 1 Resolution 9
 PROPOSED CHANGE OF COMPANY'S NAME FROM
 "ENVAIR HOLDING BERHAD" TO "RAYA
 INTERNATIONAL BERHAD"**

"THAT the name of the Company be changed from "Envair Holding Berhad" to "Raya International Berhad" with effect from the date of Certificate of Incorporation on Change of Name of the Company to be issued by the Companies Commission of Malaysia, **AND THAT** all references in the Memorandum and Articles of Association of the Company to the name of "Envair Holding Berhad" shall be deleted and substituted with "Raya International Berhad" **AND THAT** the Directors and/or the Company Secretary be and are hereby authorised to carry out all necessary formalities to effect the proposed change of the Company's name."

**7. SPECIAL RESOLUTION 2 Resolution 10
 PROPOSED AMENDMENTS TO THE ARTICLES OF
 ASSOCIATION OF THE COMPANY**

"THAT the proposed amendments to the Articles of Association of the Company as contained in Appendix I of the 2012 Annual Report be and are hereby approved **AND THAT** the Directors and/or the Company Secretary be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to the proposed amendments to the Articles of Association of the Company."

8. To transact any other business of the Company of which due notice shall be given in accordance with the Company's Articles of Association and the Companies Act, 1965.

**BY ORDER OF THE BOARD
 NG YIM KONG (LS0009297)
 Company Secretary**

Notes:-

A. APPOINTMENT OF PROXY:

- a) A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint a proxy/proxies, and in the case of a corporation, a duly authorised representative to attend and vote in its stead.
- b) A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.
- c) 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"), the exempt authorised nominee may appoint any number of proxy (no limit) in respect of each omnibus account it holds.
- d) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of its attorney duly authorised in writing.
- e) The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at 2nd Floor, Lot 107, Jalan 6, Off Jalan Chan Sow Lin, Sungai Besi, 55200 Kuala Lumpur, not less than forty-eight (48) hours before the time set for holding this meeting or at any adjournment thereof.
- f) For the purpose of determining a member who shall be entitled to attend the Sixteenth Annual General Meeting, only members whose name appears on the Record of Depositors as at 20 June 2013 shall be entitled to attend the said meeting or appoint proxy to attend and/or vote on his/her behalf.

B. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

This Agenda item is meant for discussion only as the provision of the Company's Articles of Association do not require a formal approval from shareholders, and hence, is not put forward for voting.

C. EXPLANATORY NOTES ON SPECIAL BUSINESS
1. Ordinary Resolution 1
- Authority to allot shares pursuant to Section 132D of the Companies Act, 1965

The Proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company from the date of the above Annual General Meeting, authority to allot and issue shares in the Company up to an aggregate amount of not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company and also to empower Directors to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for additional shares issued. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

This Mandate is a renewal of the last mandate granted to the Directors' at the Fifteenth Annual General Meeting held on 28 June 2012 which will lapse at the conclusion of the Sixteenth Annual General Meeting.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Fifteenth Annual General Meeting because there were no investment(s), acquisition(s) or working capital that required fund raising activity.

The renewal of this mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment, working capital and/or acquisition or to issue new shares as consideration for investments and/or acquisition which the Directors consider would be in the best interest of the Company.

2. Special Resolution 1
- Proposed Change of Company Name from "Envair Holding Berhad" to "Raya International Berhad"

On 17 May 2013, the Company announced to Bursa Malaysia Securities Berhad that the Board has proposed to change the Company's name from "Envair Holding Berhad" to "Raya International Berhad".

The rationale for the Proposed Change of Name is to better reflect the intention and determination of the new Board of Directors and Management of the Company to turnaround the Company's business under the leadership of the new Board of Directors and Management of the Company and the new name, Raya International Berhad, reflects a more synergized and aligned business direction for the Company.

The Proposed Change of Company's Name, if approved by the shareholders, will be effective from the date of issuance of the Certificate of Incorporation on Change of Name of the Company by the Companies Commission of Malaysia. The Memorandum and Articles of Association of Company will be amended accordingly to reflect the change of name.

3. Special Resolution 2
- Proposed Amendments to the Articles of Association of the Company

The Proposed Special Resolution 2 is to amend the Articles of Association of the Company to be in line with the recent amendments to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The details of the Proposed Amendments are as set out in Appendix I of this Annual Report.