



KEY ASIC BERHAD

(Company No.707082-M)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Key ASIC Berhad (“**Key ASIC**” or the “**Company**”) will be convened at Greens 2, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 6 November 2014 at 9.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF RM40,000,000 FROM THE SHARE PREMIUM ACCOUNT OF THE COMPANY PURSUANT TO SECTIONS 60(2) AND 64(1) OF THE COMPANIES ACT, 1965 (“ACT”) (“PROPOSED SHARE PREMIUM REDUCTION”)

THAT subject to the passing of Special Resolutions 2 and 3, the sanction of the High Court of Malaya pursuant to Section 64(1) of the Act and approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Company to effect a reduction of the share premium of the Company of RM40,000,000 pursuant to the Proposed Share Premium Reduction and the credit arising therefrom shall be utilised by the Company to offset against the Company’s accumulated losses.

AND THAT the Board of the Company be and is hereby authorised to do all such acts and things that they may consider necessary or expedient to give effect to the Proposed Share Premium Reduction with full power to assent to any term, condition, modification, variation and/or amendment as may be imposed or permitted by the High Court of Malaya and/or as a consequence of any such requirement or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company.

SPECIAL RESOLUTION 2

PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY PURSUANT TO SECTION 64(1) OF THE ACT INVOLVING THE CANCELLATION OF RM0.05 OF THE PAR VALUE OF THE ORDINARY SHARE OF RM0.10 EACH IN KEY ASIC TO RM0.05 EACH IN KEY ASIC (“PROPOSED PAR VALUE REDUCTION”)

THAT subject to the passing of Special Resolutions 1 and 3, the sanction of the High Court of Malaya pursuant to Section 64(1) of the Act and approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Company to effect a reduction in the par value of all existing ordinary shares of RM0.10 each in the Company to RM0.05 each and the credit arising therefrom shall be utilised by the Company to offset against the Company’s accumulated losses and the excess after such elimination shall be transferred to retained earnings of the Company.

AND THAT the Board of the Company be and is hereby authorised to do all such acts and things that they may consider necessary or expedient to give effect to the Proposed Par Value Reduction with full power to assent to any term, condition, modification, variation and/or amendment as may be imposed or permitted by the High Court of Malaya and/or as a consequence of any such requirement or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company.

SPECIAL RESOLUTION 3

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY TO FACILITATE THE PROPOSED PAR VALUE REDUCTION (“PROPOSED AMENDMENT”)

THAT subject to the passing of Special Resolutions 1 and 2, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum of Association of the Company in the following manner:

Existing	Proposed amendment
Clause 6 The capital of the Company is RM100,000,000 Malaysian Currency divided into 1,000,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	Clause 6 The capital of the Company is RM100,000,000 Malaysian Currency divided into 2,000,000,000 ordinary shares of RM0.05 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT the Board of the Company be and is hereby authorised to do or procure to be done all acts, deeds and things and execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to the Proposed Amendment with full power to assent to any term, condition, modification, variation and/or amendment as the Board of the Company may deem fit, necessary, expedient, appropriate and/or as may be required by any relevant authorities in connection with the Proposed Amendment.

BY ORDER OF THE BOARD
WONG WAI FOONG (MAICSA 7001358)
JOANNE TOH JOO ANN (LS 0008574)
Company Secretaries

Kuala Lumpur
15 October 2014

Notes:

- (i) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote in his stead. A proxy 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.*
- (ii) A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.*
- (iii) Where a member 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 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 the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.*
- (v) If more than one (1) proxy is appointed, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.*
- (vi) Only members whose names appear in the Record of Depositors as at 31 October 2014 will be entitled to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and/or vote on their behalf.*
- (vii) The instrument appointing a proxy shall be in writing 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 an attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.*

(viii) *The instrument appointing a proxy must be deposited at the registered office of the Company situated 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 appointed for the meeting or any adjournment thereof, and in default, the instrument of proxy shall not be treated as valid.*