



成業資源有限公司

SYF RESOURCES BERHAD

(96437241)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of SYF Resources Berhad ("SYF" or the "Company") will be held at the Ballroom, Prescott Metro Inn, Wisma Metro Kajang, Jalan Semenyih, 43000 Kajang, Selangor on Wednesday, 26 November 2014 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

### ORDINARY RESOLUTION 1

**PROPOSED BONUS ISSUE OF UP TO 312,830,506 NEW ORDINARY SHARES OF RM0.25 EACH IN SYF ("SYF SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP, TOGETHER WITH UP TO 312,830,506 FREE DETACHABLE WARRANTS, ON THE BASIS OF ONE (1) BONUS SHARE TOGETHER WITH ONE (1) WARRANT FOR EVERY ONE (1) EXISTING SYF SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE WITH WARRANTS")**

"THAT subject to the approvals of all relevant authorities or parties (where required) being obtained, and subject to the passing of Ordinary Resolution 2 and Special Resolution 1, the Board of Directors of the Company ("Board") be and is hereby authorised to issue up to 312,830,506 Bonus Shares together with up to 312,830,506 Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants ("Deed Poll") to the shareholders of the Company whose names appear on the record of depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, on the basis of one (1) Bonus Share together with one (1) Warrant for every one (1) existing SYF Share held;

THAT fractional entitlements of the Bonus Shares with Warrants arising from the Proposed Bonus Issue with Warrants, if any, shall be dealt with in such manner as the Board in its absolute discretion deems fit and expedient and in the best interest of the Company;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll, with full power to implement and to give effect to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new SYF Shares arising from the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll;

THAT the new SYF Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issue, rank pari passu in all respects with the then existing SYF Shares in issue, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the said new SYF Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue with Warrants."

### ORDINARY RESOLUTION 2

**PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF SYF FROM RM200,000,000 COMPRISING 800,000,000 SYF SHARES TO RM500,000,000 COMPRISING 2,000,000,000 SYF SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")**

"THAT, subject to the passing of Ordinary Resolution 1 and Special Resolution 1, the authorised share capital of the Company be increased from RM200,000,000 only divided into 800,000,000 SYF Shares to RM500,000,000 only divided into 2,000,000,000 SYF Shares by the creation of 1,200,000,000 SYF Shares.

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Increase in Authorised Share Capital with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

### SPECIAL RESOLUTION 1

**PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENT")**

"THAT, subject to the passing of Ordinary Resolutions 1 and 2, the Memorandum of Association of the Company be amended by deleting Clause 5 of the Memorandum of Association in its entirety and be substituted in place thereof, the following sentences:-

#### Clause 5 of the Memorandum of Association

The capital of the company is RM200,000,000 divided into 800,000,000 shares of RM0.25 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.

#### New Clause 5 of the Memorandum of Association

The capital of the company is RM500,000,000 divided into 2,000,000,000 shares of RM0.25 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 be and is hereby authorised to sign and execute all documents to give effect to the Proposed Amendment with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendment."

### BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482)

CHONG VOON WAH (MAICSA 7055003)

Company Secretaries

Kuala Lumpur

4 November 2014

Notes :

1. 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.
2. 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.
3. 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 not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. 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.
5. 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.
6. The instrument appointing a proxy must be deposited at the registered office of the Company at Suite 10.03, Level 10, The Gardens, South 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.
7. Only members whose names appear in the Record of Depositors as at 20 November 2014 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.