

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

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MULTI-USAGE HOLDINGS BERHAD

(Company No: 228933-D)

(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF EXTRAORDINARY GENERAL MEETING
CONVENED PURSUANT TO SECTION 145 OF THE COMPANIES ACT, 1965
TO CONSIDER RESOLUTIONS TO REMOVE AND APPOINT DIRECTORS**

The Notice of the Extraordinary General Meeting (“**EGM**”) of the Company to be held at Safira Country Club, Orkid Room, 2769, Mk 1, Jalan Todak, Bandar Seberang Jaya, 13700 Seberang Perai Tengah, Penang, Malaysia on Friday, 19 December 2014 at 10.00 am together with the Form of Proxy is enclosed herewith.

You are requested to complete the enclosed Form of Proxy and deposit it at Messrs Cheong Wai Meng & Van Buerle, 49, Lebuhraya, 10200 Georgetown, Penang on or before the time and date indicated below if you are not able to attend the EGM. The lodging of the Form of Proxy shall not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Wednesday, 17 December 2014 at 10.00 a.m.

Date and time of the EGM : Friday, 19 December 2014 at 10.00 a.m.

This Notice is dated 19 November 2014

MULTI-USAGE HOLDINGS BERHAD
(Company No: 228933-D)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING CONVENED PURSUANT TO SECTION 145 OF THE COMPANIES ACT, 1965

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **Multi-Usage Holdings Berhad** will be held at Safira Country Club, Orkid Room, 2769, MK 1, Jalan Todak, Bandar Seberang Jaya, 13700 Seberang Perai Tengah, Penang on Friday, 19 December 2014 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following Ordinary Resolutions, special notice having been given pursuant to Section 153 and Section 128(2) of the Companies Act, 1965 :-

ORDINARY RESOLUTION NO. 1 – REMOVAL OF DIRECTOR

“THAT **ABD. AZIZ BIN MAT** be and is hereby removed as director of the Company with immediate effect.”

ORDINARY RESOLUTION NO. 2 – REMOVAL OF DIRECTOR

“THAT **ANG KIM CHENG @ ANG TENG KOK** be and is hereby removed as director of the Company with immediate effect.”

ORDINARY RESOLUTION NO. 3 – REMOVAL OF DIRECTOR

“THAT **CHEAH CHIN HUAT** be and is hereby removed as director of the Company with immediate effect.”

ORDINARY RESOLUTION NO. 4 – REMOVAL OF DIRECTOR

“THAT **TEH ENG AUN** be and is hereby removed as director of the Company with immediate effect.”

ORDINARY RESOLUTION NO. 5 – REMOVAL OF DIRECTOR

“THAT **ANG HWEI CHYN** be and is hereby removed as director of the Company with immediate effect.”

ORDINARY RESOLUTION NO. 6 – REMOVAL OF DIRECTOR(S)

“THAT all person(s) (if any) appointed as director(s) of the Company between 17 November 2014 and the conclusion of Ordinary Resolution 5 above be and are hereby removed as Directors of the Company with immediate effect.”

ORDINARY RESOLUTION NO. 7 – APPOINTMENT OF DIRECTOR

“THAT **Hasan Albakri Bin Laham** (NRIC No.: **600711-05-5083**) who has given his consent to act and has complied with Section 123(4) of Companies Act, 1965 be and is hereby appointed as Director of the Company with immediate effect.”

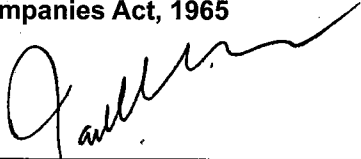
ORDINARY RESOLUTION NO. 8 – APPOINTMENT OF DIRECTOR

“THAT **Ng Teng Hin** (NRIC No.: **450329-08-5037**) who has given his consent to act and has complied with Section 123(4) of Companies Act, 1965 be and is hereby appointed as Director of the Company with immediate effect.”

ORDINARY RESOLUTION NO. 9 – APPOINTMENT OF DIRECTOR

“THAT **Chee Wai Hong** (NRIC No.: **731009-07-5391**) who has given his consent to act and has complied with Section 123(4) of Companies Act, 1965 be and is hereby appointed as Director of the Company with immediate effect.”

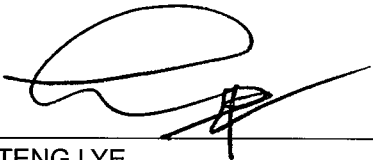
This meeting is convened by the undersigned, being members holding together not less than one-tenth of the paid up and issued shares capital of Multi-Usage Holdings Berhad pursuant to Section 145 of the Companies Act, 1965



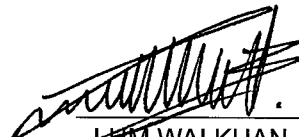
TAN SEIK LANG



OOI AI LUAN



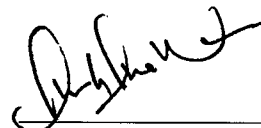
KHOO TENG LYE



LIM WAI KUAN



YEE CHING SANG



CHUAH CHEE WANN



LEONG KAM HOI



LEI ENG HOW



CHUAH CHEE SHYUAN



ONG TIN PHIN

Date: 19 November 2014

Notes:-

1. A proxy may but 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)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") 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.
3. Where a member of the Company is an exempt authorised nominee which hold 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if such appointer is a corporation, the proxy form must be executed under its Common Seal or the hand of its attorney.
5. For the proxy to be valid, the proxy form duly completed must be deposited at Messrs Cheong Wai Meng & Van Buerle, 49, Lebuh Gereja, 10200 Georgetown, Penang, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
6. In respect of deposited securities, only a depositor whose name appear on the Record of Depositors on 24 November 2014 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.

STATEMENT TO MEMBERS REGARDING THE EFFECT OF ANY OF THE PROPOSED RESOLUTIONS

1. The proposed Ordinary Resolutions 1 to 6 are in relation to removal of directors and if passed will remove Abd. Aziz Bin Mat, Ang Kim Cheng @ Ang Teng Kok, Cheah Chin Huat, Teh Eng Aun, Ang Hwei Chyn and all persons (if any) appointed as directors of the Company between 17 November 2014 (being the latest practicable date prior to printing of this Notice) and the conclusion of Ordinary Resolution 5 above of the Company respectively with immediate effect.
2. The proposed Ordinary Resolutions 7 to 9 are in relation to the appointment of Hasan Albakri Bin Laham, Ng Teng Hin and Chee Wai Hong as directors of the Company respectively with immediate effect.

PROFILE OF HASAN ALBAKRI BIN LAHAM

1. Full Name : Hasan Albakri Bin Laham
2. Nationality/Race : Malaysian / Malay
3. Age : 54
4. Position to be appointed in Multi-Usage Holdings Berhad : Independent Non-Executive Director
5. Qualifications : Degree in Bachelor Science in Nuclear Science
6. Working experience and occupation :
1983 – 1989
Director and main partner in Syarikat Rusrim Sdn Bhd.

1989-1993
Sales and Development Manager for Syarikat Pembinaan and Perumahan Tabung Haji Sdn Bhd

1994- 1997
Managing Director for Pembinaan Seleksi Sdn Bhd

1997-2006
Director and main partner in Hama Metal and Construction Sdn Bhd. The company main business is metal fabrication and building roofing.

2006- 2011
Project consultant to Tetuan Teras Khidmat Niaga Sdn Bhd.

2011- 2012
Asset, Property and Development Manager of Aset Bayan Sdn Bhd

2012 till present
Director of Business Development (Northern Region) of Iktisas Ingenieurs
7. Directorships in public companies : Nil
8. Family relationship with any Directors and/or major shareholders of listed issuer : Nil
9. Any conflict of interests that he has with the listed issuer or its subsidiaries : Nil
10. Details of any interest in the securities of the listed issuer or its subsidiaries : Nil
11. List of convictions for offences within the past 10 years other than traffic offences, if any : Nil

PROFILE OF NG TENG HIN

1. Full Name : Ng Teng Hin
2. Nationality/Race : Malaysian / Chinese
3. Age : 69
4. Position to be appointed in Multi-Usage Holdings Berhad : Independent Non-Executive Director
5. Qualifications : Bachelor of Commerce from University of Western Australia, Perth, Australia
Chartered Tax Adviser of the Tax Institute of Australia
Associate of the Chartered Tax Institution of Malaysia
Certified Practising Accountant (C.P.A) Australia
6. Working experience and occupation : 1973 - 1974
Internal Auditors of Kumpulan Guthrie Sdn Bhd
1975 - 1976
External Auditors of Baharom-Handan
Present
Management of an accounting and secretarial firm, Ng Teng Hin Co.
7. Directorships in public companies : Nil
8. Family relationship with any Directors and/or major shareholders of listed issuer : Nil
- 9.. Any conflict of interests that he has with the listed issuer or its subsidiaries : Nil
10. Details of any interest in the securities of the listed issuer or its subsidiaries : Nil
11. List of convictions for offences within the past 10 years other than traffic offences, if any : Nil

PROFILE OF CHEE WAI HONG

1. Full Name : Chee Wai Hong
2. Nationality/Race : Malaysian / Chinese
3. Age : 41
4. Position to be appointed in Multi-Usage Holdings Berhad : Independent Non-Executive Director
5. Qualifications : He holds an LL.B Honours Degree from University of London, United Kingdom and a Master Degree in Business Administration from University Utara Malaysia. He is a qualified Advocate and Solicitor and is a member of the Malaysian Bar. He is also a Fellow Member of the Association of Chartered Certified Accountants, United Kingdom and a Member of the Malaysian Institute of Accountants.
6. Working experience and occupation : He helmed the position of Executive Director of a Main Market listed company in Malaysia for 12 years where he was involved in the area of corporate finance and accounting. He is now a partner of a public practice in Penang.
7. Directorships in public companies : Seal Incorporated Berhad
8. Family relationship with any Directors and/or major shareholders of listed issuer : Nil
9. Any conflict of interests that he has with the listed issuer or its subsidiaries : Nil
10. Details of any interest in the securities of the listed issuer or its subsidiaries : Nil
11. List of convictions for offences within the past 10 years other than traffic offences, if any : Nil

Notice of Candidate as Director

I, **Hasan Albakri Bin Laham** (NRIC.: **600711-05-5083**) do hereby consent to my nomination for election to the office of Director of Multi-Usage Holdings Berhad ("the Company") at an Extraordinary General Meeting to be convened pursuant to Section 145 of the Companies Act 1965 to be held at Safira Country Club, Orkid Room, 2769, Mk 1, Jalan Todak, Bandar Seberang Jaya, 13700 Seberang Perai Tengah, Penang, Malaysia on Friday, 19 December 2014 at 10.00 am and signify my candidature for the office of Director of the Company by signing here below.

Signed by **Hasan Albakri Bin Laham**

Dated **14 NOV 2014**

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Notice of Candidate as Director

I, **Ng Teng Hin** (NRIC.: 450329-08-5037) do hereby consent to my nomination for election to the office of Director of Multi-Usage Holdings Berhad ("the Company") at an Extraordinary General Meeting to be convened pursuant to Section 145 of the Companies Act 1965 to be held at Safira Country Club, Orkid Room, 2769, Mk 1, Jalan Todak, Bandar Seberang Jaya, 13700 Seberang Perai Tengah, Penang, Malaysia on Friday, 19 December 2014 at 10.00 am and signify my candidature for the office of Director of the Company by signing here below.

Signed by **Ng Teng Hin**

Dated **14 NOV 2014**

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Notice of Candidate as Director

I, Chee Wai Hong (NRIC.:731009-07-5391) do hereby consent to my nomination for election to the office of Director of Multi-Usage Holdings Berhad ("the Company") at an Extraordinary General Meeting to be convened pursuant to Section 145 of the Companies Act 1965 to be held at Safira Country Club, Orkid Room, 2769, Mk 1, Jalan Todak, Bandar Seberang Jaya, 13700 Seberang Perai Tengah, Penang, Malaysia on Friday, 19 December 2014 at 10.00 am and signify my candidature for the office of Director of the Company by signing here below.

Signed by Chee Wai Hong

Dated **14 NOV 2014**

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MULTI-USAGE HOLDINGS BERHAD
(Company No: 228933-D)

PROXY FORM

CDS Account No.
No. of Shares Held

I/We [Full name in Block Letters]

NRIC/Company No
of [Full Address]

being a *member/members of Multi-Usage Holdings Berhad (228933-D) ("the Company") hereby appoint
[Full Name in Block Letters]

of [Full Address]

or failing him/her, [Full Name in Block Letters]

of [Full Address]

as *my/our proxy/proxies, to vote for *me/us and on *my/our behalf at the Extraordinary General Meeting of the Company to be held at Safira Country Club, Orkid Room, 2769, Mk 1, Jalan Todak, Bandar Seberang Jaya, 13700 Seberang Perai Tengah, Penang, Malaysia on Friday, 19 December 2014 at 10.00 a.m., and at any adjournment thereof.

| No. | RESOLUTIONS | | FOR | AGAINST |
|-----|---|-----------------------|-----|---------|
| 1. | Removal of Director – Abd Aziz Bin Mat | Ordinary Resolution 1 | | |
| 2. | Removal of Director – Ang Kim Cheng @ Ang Teng Kok | Ordinary Resolution 2 | | |
| 3. | Removal of Director – Cheah Chin Huat | Ordinary Resolution 3 | | |
| 4. | Removal of Director – Teh Eng Aun | Ordinary Resolution 4 | | |
| 5. | Removal of Director – Ang Hwei Chyn | Ordinary Resolution 5 | | |
| 6. | Removal of Director - THAT all person(s) (if any) appointed as director(s) of the Company between 17 November 2014 and the conclusion of Ordinary Resolution 5 above be and are hereby removed as Directors of the Company with immediate effect. | Ordinary Resolution 6 | | |
| 7. | Appointment of Director – Hasan Albakri Bin Laham | Ordinary Resolution 7 | | |
| 8. | Appointment of Director – Ng Teng Hin | Ordinary Resolution 8 | | |
| 9. | Appointment of Director – Chee Wai Hong | Ordinary Resolution 9 | | |

(Please indicate with an "X" in the spaces provided above as to how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his discretion).

In the case of more than one proxy is appointed, the proportions of *my/our shareholding to be represented by *my/our proxies are as follows:

| | |
|--------------------|------------|
| First named Proxy | _____ % |
| Second named Proxy | _____ % |
| | _____ 100% |

Signed thisday of2014.

*Strike out whichever is not desired
Signature of Member(s) / Common Seal

Notes:-

- A proxy may but 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)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
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- Where a member of the Company is an exempt authorised nominee which hold 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.
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Please fold this flap for sealing

Affix
stamp

**Messrs Cheong Wai Meng & Van Buerle
Advocates & Solicitors**

49, Lebuh Gereja, 10200 Georgetown, Penang

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1st fold here