



RAYA INTERNATIONAL BERHAD
(Company No: 412406-T)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting (“**AGM**”) of Raya International Berhad (“**Raya**” or the “**Company**”) will be held at Crystal Hall 3, Level 4, Crystal Crown Hotel Petaling Jaya, No: 12, Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor Darul Ehsan on Friday, 3 June 2016 at 3.00 p.m, or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolution with or without modification:-

AGENDA

ORDINARY BUSINESS

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|--|------------------------------------|
| 1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. To re-elect the following Directors retiring pursuant to Article 92 of the Company’s Articles of Association, and being eligible, offer themselves for re-election:- | |
| i) Dato’ Tan Seng Hu | Ordinary Resolution 1 |
| ii) Dato’ Abdul Latif Bin Abdul Rahim | Ordinary Resolution 2 |
| 3. To re-elect the following Director retiring pursuant to Article 85 of the Company’s Articles of Association, and being eligible, offers himself for re-election:- | |
| i) Leong Fook Heng | Ordinary Resolution 3 |
| 4. To re-appoint Messrs. STYL Associates as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration. | Ordinary Resolution 4 |

SPECIAL BUSINESS

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

5. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 Ordinary Resolution 5

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

By Order of the Board

RAYA INTERNATIONAL BERHAD (412406-T)

WAN HASLINDA BINTI WAN YUSOFF (MAICSA 7055478)

SANGAR NALLAPPAN (MACS 01413)

Company Secretaries

Port Klang

28 April 2016

Notes:

1. *A member of the Company who is entitled to attend and vote at this AGM 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.*
2. *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.*
3. *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.*
4. *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.*

5. *The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at No: 149A, 149B, 151B, Persiaran Raja Muda Musa, 42000 Port Klang, Selangor Darul Ehsan, not less than 48 hours before the time set for holding this meeting or at any adjournment thereof.*
6. *For the purpose of determining a member who shall be entitled to attend this AGM, only members whose name appears on the Record of Depositors as at 27 May 2016 shall be entitled to attend the said meeting or appoint proxy to attend and / or vote on his / her behalf.*

EXPLANATORY NOTE 1

Item 1 of Agenda

This 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, this Agenda is not put forward for voting.

EXPLANATORY NOTE ON SPECIAL BUSINESS

Ordinary Resolution 5

- Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The Proposed Ordinary Resolution 5, 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.

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

Pursuant to the last mandate granted to the Directors at the 18th AGM which will lapse at the conclusion of the 19th AGM to be held on Friday, 3 June 2016, the Company had placed out 13,041,000 new ordinary shares representing 9.09% of the enlarged issued and paid up capital of the Company as at 22 December 2015, at an issue price of RM 0.15 each, which raised a total proceeds of RM 1,956,150 which shares were all listed on the ACE Market of Bursa Malaysia Securities Berhad (“Private Placement”)

The purpose of the Private Placement, as previously announced, was to cater for the Group’s existing general trading business, related expenses for oil bunkering activities and working capital.

Additional details and status of the utilization of proceeds from the Private Placement are set out in the “Additional Compliance Statement” on page 29 of the 2015 Annual Report.