



RAYA INTERNATIONAL BERHAD

(Company No.: 412406-T)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting 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 4.00 p.m. or immediately after the conclusion or adjournment of the Nineteenth Annual General Meeting of the Company, which will be held at the same venue, on the same date at 3.00 p.m., whichever is the later, for the purpose of considering and if thought fit to pass the following resolution(s), with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF RAYA AND ITS SUBSIDIARIES’ (“RAYA GROUP” OR “GROUP”) TO INCLUDE OIL BUNKERING AND TRADING BUSINESS (“PROPOSED DIVERSIFICATION”)

“**THAT** approval be and is hereby given to the Company and its subsidiaries to diversify its principal activities to include Oil Bunkering and Trading Business.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Diversification with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board.”

ORDINARY RESOLUTION 2

PROPOSED SPECIAL BUMIPUTERA ISSUE OF UP TO 12.5% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF RAYA, REPRESENTING UP TO APPROXIMATELY 20,500,000 NEW ORDINARY SHARES OF RM0.10 EACH IN RAYA (“BUMIPUTERA SHARES”), TO BUMIPUTERA INVESTORS TO BE RECOGNISED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY (“MITI”) (“PROPOSED SPECIAL BUMIPUTERA ISSUE”)

“**THAT** subject to the passing of Ordinary Resolution 1 approval be and is hereby given to the Board of Directors of the Company (“Board”) for the following:

- (i) provisionally allot and issue the Bumiputera Shares at an issue price to be determined based on the five (5)-day volume weighted average market price of Raya Shares immediately preceding the date on which the price of the Bumiputera Shares will be fixed with a discount of not more than ten percent (10%) or at par value, whichever is higher, to such persons and at such time as the Board deem fit, for such purpose and utilisation of proceeds as disclosed in the circular to shareholders dated 19 May 2016 (“Circular”); and
- (ii) utilise the proceeds to be derived from the Proposed Special Bumiputera Issue in the manner as set out in Section 2.2.5 of the Circular and vary the manner and/or purpose of utilization of such proceeds as they may deem fit and in the best interest of the Company.

THAT the Bumiputera Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Raya Shares, save and except that the Bumiputera Shares shall not be entitled to any rights, allotments, dividends and/or any other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the Bumiputera Shares;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Special Bumiputera Issue with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Special Bumiputera Issue.”

**BY ORDER OF THE BOARD
RAYA INTERNATIONAL BERHAD**

**WAN HASLINDA BINTI WAN YUSOFF (MAICSA 7055478)
SANGAR NALLAPPAN (MACS 01413)**
Company Secretaries

Port Klang
Dated: 19 May 2016

Notes:

1. A member entitled to attend and vote at this meeting is entitled to appoint more than two (2) proxies who may but need not be a member/members of the Company. In the event the proxy/proxies is/are not a member/members, he/she needs not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
2. Where a member appoints more than two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industries (Central Depository) Act, 1991, 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. In the event the appointer is a corporation, the instrument appointing a proxy must be either under the common seal or under the hand of an officer or attorney duly authorised.
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 forty-eight (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 EGM, 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.