



HALEX HOLDINGS BERHAD

(Company No.: 206220-U)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Halex Holdings Berhad ("Halex" or the "Company") will be held at Room M3, Level 7, KSL Resort, No.33 Jalan Seladang, Taman Abad, 80250 Johor Bahru, Johor Darul Takzim on Tuesday, 4 September 2012 at 10.30 a.m. for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 20,000,000 NEW ORDINARY SHARES OF RM0.50 EACH IN HALEX ("HALEX SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FOUR (4) EXISTING HALEX SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"THAT, subject to the approval of all relevant authorities, approval be and is hereby given to the Board of Directors ("Board") to capitalise and apply an amount from the Company's share premium and unappropriated profit for the purposes of the Proposed Bonus Issue, the details of which are set out in Section 2.1.2 of the Circular to the shareholders of the Company dated 17 August 2012 ("Circular");

AND THAT the Board be and is hereby authorised to apply such sums for and to allot and issue at par, the new Shares to be credited as fully paid-up on the basis of one (1) Bonus Share for every four (4) existing Halex Shares held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on a date to be determined and announced later, after the approvals from relevant authorities and shareholders have been obtained ("Entitlement Date");

AND THAT fractional entitlements, if any, shall be dealt with by the Board in such manner at their absolute discretion as they may deem fit and expedient, and in the interest of the Company;

AND THAT such Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Halex Shares, except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Bonus Issue with full power to assent to any condition, variation, modification and/ or amendment as may be required by the relevant authorities, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED PURCHASE BY THE COMPANY OF UP TO TEN PERCENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL ("PROPOSED SHARE BUY-BACK")

"**THAT**, subject to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Company be and is hereby authorised to purchase and/ or hold such amount of ordinary shares of RM0.50 each in the Company's issued and paid-up share capital through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:-

- (a) the aggregate number of shares so purchased and/ or held pursuant to this ordinary resolution ("Purchased Shares") does not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any one time; and
- (b) the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate amount of the share premium and unappropriated profit of the Company;

AND THAT the Board be and are hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 67A of the Act) and/ or to cancel the Purchased Shares and/ or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/ or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/ or cancelled subsequently and/ or to retain part of the Purchased Shares as treasury shares and/ or cancel the remainder and to deal with the Purchased Shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/ or orders of Bursa Securities and any other relevant authorities for the time being in force;

AND THAT the Board be and are hereby empowered to do all acts and things (including the opening and maintaining of a central depositories account(s) under the Securities Industry (Central Depositories) Act, 1991 and to take all such steps and to enter into and execute all commitments, transactions, deed, agreements, arrangements, undertakings, indemnities, transfers, assignments and/ or guarantees as they may deem fit, necessary, expedient and/ or appropriate in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications and/ or variations (if any) as may be imposed by the relevant authorities;

AND FURTHER THAT the authority conferred by this ordinary resolution shall be effective immediately upon passing of this ordinary resolution and shall be valid until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiration of the period within which the next AGM of the Company is required by law to be held (whichever is earlier), unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting, but shall not prejudice the completion of purchase(s) by the Company before that aforesaid expiry date and in any event in accordance with the provisions of the Listing Requirements and other relevant authorities"

By Order of the Board

Laang Jhe How (MIA 25193)
Company Secretary

Johor Bahru, Johor
17 August 2012

Notes:-

- i. A member shall be entitled to appoint more than two (2) proxies to attend and vote at the Meeting and a member who appoints more than 1 proxy shall specify the proportions of his shareholdings to be represented by each proxy.*
- ii. A proxy may but 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.*
- iii. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or its attorney duly authorised.*
- iv. Only members whose names appear in the Record of Depositors as at 28 August 2012 will be entitled to attend and vote at the meeting or appoint a proxy or proxies to attend and to vote in his/ her stead.*
- v. The proxy form must be deposited at the Company's registered office at No. 9, Jalan Taruka, Tampoi Industrial Estate, 81200 Johor Bahru, Johor Darul Takzim not less than 48 hours before the time set for the Meeting.*