



# RESINTECH BERHAD

(COMPANY NO.: 341662-X)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Seventeenth Annual General Meeting of RESINTECH BERHAD will be held at Concorde Hotel Shah Alam, Concorde III, Level 2, No. 3 Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan on Tuesday, 25 September 2012 at 9.30 a.m for the following purposes:

### AGENDA

#### As Ordinary Business

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|--|------------------------------|
| 1. To table the Audited Financial Statements for the financial period ended 31 March 2012 together with the Reports of Directors and Auditors thereon. | <b>Ordinary Resolution 1</b> |
| 2. To re-elect the following Directors, who retire pursuant to Article 126 of the Articles of Association of the Company:                              | <b>Ordinary Resolution 2</b> |
| 2.1 Dato' Dr. Teh Kim Poo  | <b>Ordinary Resolution 3</b> |
| 2.2 Wei Hwei Hong  | <b>Ordinary Resolution 4</b> |
| 3. To approve the payment of the Directors' Fees for the financial period ended 31 March 2012.   | <b>Ordinary Resolution 5</b> |
| 4. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration.                             | <b>Ordinary Resolution 6</b> |

#### As Special Business

To consider and, if thought fit, to pass the following resolutions with or without any modification:

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|---|------------------------------|
| 5. <b>ORDINARY RESOLUTION<br/>AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965</b>   | <b>Ordinary Resolution 5</b> |
| "THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, until the conclusion of the next Annual General Meeting 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 does not exceed 10% of the issued share 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 so issued, subject to the Companies Act, 1965, the Articles of Association of the Company and approval from the Bursa Malaysia Securities Berhad and other relevant bodies where such approval is necessary." |                              |
| 6. <b>ORDINARY RESOLUTION<br/>RE-APPOINTMENT OF DIRECTOR PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965</b>  | <b>Ordinary Resolution 6</b> |
| To pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965:<br><br>"THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Abu Sujak Bin Mahmud be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting."   |                              |
| 7. <b>SPECIAL RESOLUTION<br/>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY</b>  | <b>Special Resolution 1</b>  |
| "THAT the proposed amendments to the Articles of Association of the Company as contained in the Appendix A attached to the 2012 Annual Report be and are hereby approved and adopted AND THAT the Directors and Secretary of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to the Proposed Amendments to the Articles of Association of the Company."  |                              |

By Order of the Board

**PANG CHIA TYNG (MAICSA 7034545)  
NALINI A/P SUBRAMANIAM (LS 0009571)**  
Company Secretaries

Selangor Darul Ehsan  
3 September 2012

### Notes:

- Member entitled to attend and vote at the meeting may appoint another person as his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. If the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- A Member may appoint only one (1) proxy or attorney or authorised representative. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) 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.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other attorney, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding of the meeting or adjourned meeting.

### Explanatory Notes to Special Business:

#### (i) Ordinary Resolution 5 Authority to Allot 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 Annual General Meeting, to issue shares (other than bonus or rights issue) of the Company up to and not exceeding in total 10% of the issued share capital of the Company at the time of issue for such purpose as they considered would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders' approval as and when the Company issues new shares for future business opportunities and thereby reducing administrative time and cost associated with the convening of such meeting(s). No shares had been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 26 August 2011. The Directors would utilise the proceeds raised from this mandate for working capital or such other applications they may in their absolute discretion deem fit.

#### Ordinary Resolution 6 Re-Appointment of Director pursuant to Section 129(6) of the Companies Act, 1965

The proposed Ordinary Resolution 6, if passed, will result the director who is over the age of seventy years shall be re-appointed to act as a director of public company pursuant to Section 129 of the Companies Act, 1965.

#### (ii) Special Resolution 1 Proposed Amendments to the Articles of Association of the Company

The proposed Special Resolution 1, if passed, will streamline the Company's Articles of Association to be in line with the latest Main Market Listing Requirements of Bursa Malaysia Securities Berhad, prevailing regulatory requirements and market practices as well as to render clarity and consistency throughout.