

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of the Company will be convened and held at Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Monday, 29 October 2012 at 10.00 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business

1. To receive and adopt the Audited Financial Statements for the financial year ended 30 April 2012 together with the Directors' and Auditors' Reports thereon.
Ordinary Resolution 1
2. To approve the Directors' Fees for the financial year ended 30 April 2012.
Ordinary Resolution 2
3. To re-elect the following Directors who are retiring under Article 93.1 of the Articles of Association of the Company:-
 - (i) Mr Koh Hong Muan @ Koh Gak Siong **Ordinary Resolution 3**
 - (ii) Datuk Ng Peng Hong @ Ng Peng Hay **Ordinary Resolution 4**
 - (iii) Encik Ihsan bin Ismail **Ordinary Resolution 5**
4. To re-appoint Messrs Ong & Wong as Auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 6

As Special Business

To consider and, if thought fit, to pass the following resolutions:-

5. Proposed Renewal of Share Buy-Back Mandate

THAT, subject to the Companies Act, 1965 ("Act"), the Articles of Association of the Company, Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company ("Shares") ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of Shares purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company and that an amount not exceeding the Company's share premium account of RM15.3 million as at 30 April 2012, would be allocated by the Company for the Proposed Share Buy-Back. The unaudited share premium account of the Company as at 31 July 2012 was RM15.3 million.

THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the Sixteenth AGM at which this ordinary resolution was passed at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first.

THAT the Directors be and are hereby authorised to take all steps necessary to implement, finalise and to give full effect to the Proposed Share Buy-Back and further **THAT** authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the Shares purchased by the Company as treasury shares, to be either subsequently cancelled or distributed as share dividends and/or re-sold on Bursa Securities, or to cancel the Shares so purchased or a combination of both.

Ordinary Resolution 7

6. Proposed Renewal of General Mandate for Recurrent Related Party Transactions

THAT the proposed renewal of general mandate pursuant to Paragraph 10.09 of the MMLR of Bursa Securities, authorising the subsidiaries of the Company to enter into recurrent transactions of a revenue or trading nature as set out in paragraph 3.2.1 of the Circular to Shareholders dated 5 October 2012 with the related party mentioned therein which are necessary for the Komarkcorp group’s day-to-day operations (“Proposed Renewal of General Mandate for Recurrent Related Party Transactions”), be and is hereby approved provided that:-

- (i) the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (ii) in making the disclosure of the aggregate value of recurrent transactions conducted pursuant to the general mandate in the Annual Report, the Company will provide a breakdown of the aggregate value of the recurrent transactions and type of recurrent transaction made during the financial year.

THAT the authority conferred by such mandate shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the Sixteenth AGM at which the Proposed Renewal of General Mandate for Recurrent Related Party Transactions is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;
- (ii) the expiration of the period within which the next AGM of the Company after the Sixteenth AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by a resolution passed by the shareholders in general meeting,

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Renewal of General Mandate for Recurrent Related Party Transactions.

Ordinary Resolution 8

7. Proposed Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares

THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next AGM 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 does not exceed ten percent (10%) of the issued share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.

Ordinary Resolution 9

8. Proposed Amendments to the Articles of Association

THAT the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Appendix I attached with the Annual Report for the financial year ended 30 April 2012 be and are hereby approved.

Special Resolution

BY ORDER OF THE BOARD
LIEW IRENE (MAICSA 7022609)
TAI YIT CHAN (MAICSA 7009143)
Secretaries

Selangor Darul Ehsan
Date: 5 October 2012

NOTES

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. 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.
2. A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies 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 shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act, 1991, 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 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 the attorney.
5. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, must be deposited at the Company’s Share Registrars’ office at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.

EXPLANATORY NOTES TO THE SPECIAL BUSINESS

6. Ordinary Resolution 7, if passed, will give the Directors of the Company authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or to effect the purchase(s) of ordinary shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. The authority will, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting of the Company following the Sixteenth Annual General Meeting is required by law to be held.
7. Ordinary Resolution 8, if passed, will allow Komarkcorp Group to enter into recurrent related party transactions in the ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders’ approval as and when such recurrent related party transactions occur would not arise. This would reduce the expenses associated therewith, improve administrative efficiency and allow human resources and time to be channelled towards attaining corporate objectives. The shareholders’ mandate is subject to renewal on an annual basis.
8. The Company had, during its Fifteenth AGM held on 28 October 2011, obtained its shareholders’ approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 (“the Act”). The Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 9 proposed under item 7 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company (excluding treasury shares) for purpose of funding the working capital and future investment of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

9. The Special Resolution, if passed, will render the Articles of Association of the Company to be in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which took effect on 3 January 2012 and to update the Articles of Association of the Company to be consistent with the prevailing laws, guidelines or requirements of the relevant authorities and to further enhance administrative efficiency of the Company.