



# BIO OSMO BERHAD

(740838-A)

(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Sixth Annual General Meeting of Bio Osmo Berhad will be held at KKLUB Berhad, Jalan Melawati 3, Taman Melawati, 53100 Kuala Lumpur, Malaysia on Friday, 14 December 2012 at 10.00 a.m. for the following purposes: -

### AGENDA

#### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2012 together with the Directors' and Auditors' Report thereon. **(Please refer to Explanatory Note A)**
2. To approve the payment of Directors' Fees of RM75,000.00 for the financial year ended 30 June 2012. **RESOLUTION 1**
3. To re-elect En Auzir bin Mohd Yaacob who retire in accordance with Article 127 of the Company's Articles of Association and being eligible, offers himself for re-election. **RESOLUTION 2**
4. To appoint Auditors pursuant to a Notice of Nomination received by the company, a copy which is annexed hereto and marked as "Appendix A", for the nomination of Messrs Baker Tilly Monteiro Heng for appointment as the Auditor of the Company and to consider and if thought fit, to pass the following Ordinary Resolution. **RESOLUTION 3**

"THAT Messrs Baker Tilly Monteiro Heng be and are hereby appointed as Auditors of the Company in place of the retiring auditors, Messrs Morisons Anuarul Azizan Chew, and to hold office until the conclusion of the next Annual General Meeting and that authority be and is hereby given to the Directors to determine their remuneration."

#### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following Ordinary Resolution: -

##### ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965 ("the Act") and subject to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

**RESOLUTION 4**

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

#### BY ORDER OF THE BOARD

SIEW SUET WEI (F)  
MAICSA NO. 7011254  
MR. PARAMALINGAM A/L J.DORAISAMY  
BC/8/150  
Company Secretaries

Petaling Jaya  
Date: 22 November 2012

#### NOTES: -

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. The proxy need not be a Member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply.
2. A member shall be entitled to appoint more than one proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting.
3. Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or if such appointer is a corporation under its common seal or the hand of its attorney.
6. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Unit 3A12, Block A, Lobby 3, Damansara Intan, 1 Jalan SS 20/27, 47400 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.

#### EXPLANATORY NOTE A

This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require the approval of the shareholders. As such, this matter will not be put forward for voting.

#### EXPLANATORY NOTE TO SPECIAL BUSINESS

The proposed Ordinary Resolution, if passed, is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. This is a renewal of a general mandate. The Company did not utilise the mandate granted in the preceding year's Annual General Meeting.

This authority will, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.