



A-RANK BERHAD

(633621-X)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of A-Rank Berhad ("**A-Rank**" or the "**Company**") will be held at Ujong Pandang Room, Staffield Country Resort, Batu 13, Jalan Seremban-Kuala Lumpur (Country Road), 71700 Mantin, Negeri Sembilan Darul Khusus on Thursday, 20 December 2012 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Annual General Meeting ("**AGM**") of the Company which will be held at 10.00 a.m. at the same venue on the same day, whichever is later, for the purpose of considering and, if thought fit, passing the following resolution with or without any modification:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF 40,000,000 NEW ORDINARY SHARES OF RM0.50 EACH IN THE COMPANY ("SHARES") ("BONUS SHARES"), TO BE CREDITED AS FULLY PAID-UP AT PAR, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"**THAT** subject to the approval-in-principle of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing and quotation of 40,000,000 Bonus Shares to be issued hereunder, authority be and is hereby given to the Board of Directors of A-Rank ("**Board**") to capitalise an amount of RM715,938 from the share premium account of the Company and the balance thereof of RM19,284,062 be capitalised from the retained earnings account of the Company based on the audited financial statements of the Company as at 31 July 2012 for the allotment and issue of 40,000,000 Bonus Shares, to be credited as fully paid-up at par, on the basis of one (1) Bonus Share for every two (2) existing 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 an entitlement date to be determined by the Board and announced later ("**Entitlement Date**") ("**Entitled Shareholders**");

THAT the Board be and is hereby empowered and authorised to allot and issue the Bonus Shares to the Entitled Shareholders on the basis of one (1) Bonus Share for every two (2) existing Shares held in the Company on the Entitlement Date, and to deal with any fractional entitlements in such manner as the Board may in their absolute discretion deem fit and expedient in the best interest of the Company;

THAT the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued and paid-up Shares, save and except that the Bonus Shares shall not be entitled to any dividend, right, allotment and/or other distribution which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of the allotment 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 Proposed Bonus Issue with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or permitted 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 effect to the Proposed Bonus Issue.

By Order of the Board

NG BEE LIAN (MAICSA 7041392)
TAN ENK PURN (MAICSA 705521)
Company Secretaries

Seremban
23 November 2012

Notes:

- 1. A member of the Company who is entitled to attend and vote at the meeting is entitled to appoint one (1) or more proxies to attend and vote in his stead. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. A proxy need not be a member of the Company. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, the proxy form must be executed either under its common seal or under the hands of a duly authorised officer or attorney.*
- 2. All proxy forms must be deposited at the Company's Registered Office at Chamber E, Lian Seng Courts, No. 275 Jalan Haruan 1, Oakland Industrial Park, 70200 Seremban, Negeri Sembilan Darul Khusus not less than 48 hours before the time set for holding the Extraordinary General Meeting or at any adjournment thereof.*
- 3. Where a member is an authorised nominee, which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each omnibus account it holds.*
- 4. Only member of the Company whose name appears in the Record of Depositors as at 13 December 2012 shall be entitled to attend and vote at the said meeting or appoint a proxy(ies) to attend and vote on such member's behalf.*