

TEX CYCLE

Tex Cycle Technology (M) Berhad
(Company No. 642619-P)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of TEX CYCLE TECHNOLOGY (M) BERHAD will be held at the Bukit Jalil Golf & Country Resort, Perdana 3 Room, Jalan 3/155B, Bukit Jalil, 57100 Kuala Lumpur on Tuesday, 25 June 2013 at 9.00 a.m. for the following purposes:

ORDINARY BUSINESS:

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. | Note B |
| 2. To declare a First and Final Single Tier Exempt Dividend of 5% per share in respect of the financial year ended 31 December 2012. | Resolution 1 |
| 3. To approve the payment of Directors' fees for the financial year ended 31 December 2012. | Resolution 2 |
| 4. To re-elect the following Directors who are retiring under Article 80 of the Company's Articles of Association:
a) Ho Siew Choong
b) Ravindran Markandu | Resolution 3
Resolution 4 |
| 5. To re-appoint Messrs Deloitte & Touche as the Company's Auditors and to authorise the Board of Directors to fix their remuneration. | Resolution 5 |

SPECIAL BUSINESS:

6. To consider and, if thought fit, pass with or without modifications, the following Resolutions:

- (a) **Ordinary Resolution 1** **Resolution 6**

• Authority to Directors to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965

"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 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 to be issued does not exceed ten per centum of the issued and paid-up share capital of the Company for the time being, subject always to the approvals of the relevant regulatory authorities AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- (b) **Ordinary Resolution 2** **Resolution 7**

• Proposed Renewal of Shareholders' Mandate for Share Buy-Back

"THAT subject to the Companies Act, 1965, the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised purchase and/or hold up to ten percent (10%) of the issued and paid-up share capital of the Company ("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 of the Company may deem fit and expedient in the best interest of the Company and an amount not exceeding the retained profits and share premium reserves of the Company, be allocated by the Company for the Proposed Share Buy-Back. The retained profits and share premium reserves of the Company stood at RM1,521,642 and RM4,521,517 respectively for the financial year ended 31 December 2012.

AND THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to cancel such shares or retain such shares as the Treasury Shares or a combination of both. The Directors of the Company are further authorised to resell the Treasury Shares on Bursa Securities or distribute the Treasury Shares as dividends to the shareholders of the Company or subsequently cancel the Treasury Shares or any combination of the three.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
(b) the expiration of the period within which the next AGM is required by law to be held; or
(c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occur first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."

- (c) **Special Resolution 1** **Resolution 8**

Proposed Amendments to the Company's Articles of Association

"THAT the proposed amendments to the Articles of Association of the Company as contained in Appendix I of the Annual Report 2012 ("Proposed Amendments") be and are hereby approved and adopted AND THAT the Directors and Secretary be and are hereby authorised to carry all the necessary steps to effect to the amendments."

ANY OTHER BUSINESS:

7. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a First and Final Single Tier Exempt Dividend of 5% per share in respect of the financial year ended 31 December 2012 will be payable on 23 July 2013 to Depositors registered in the Record of Depositors at the close of business on 9 July 2013.

A Depositor shall qualify for entitlement only in respect of:

- a. Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 9 July 2013 in respect of ordinary transfers; and
b. Share bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

NG YIM KONG (LS 0009297) Company Secretary

Selangor Darul Ehsan

3 June 2013

Notes:

A. Proxy

- In respect of the deposited securities, only Members whose name appear in the Record of Depositors on 18 June 2013 shall be eligible to attend the Meeting.
- A member of the Company entitled to attend and vote at the Meeting may appoint a proxy or proxies (or being a corporate member, a corporate representative) 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.
- Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company or multiple beneficial owners in one securities account ("omnibus account"), the exempt authorised nominee may appoint any number of proxy (no limit) in respect of each omnibus account it holds.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed must be deposited at the Registered Office at Strategy Corporate Secretariat Sdn. Bhd., Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

B. Audited Financial Statements for the financial year ended 31 December 2012

The agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association do not require a formal approval of the said Audited Financial Statements by the shareholders. Hence, this agenda item is not subject to voting by the shareholders.

C. Explanatory Notes on Special Business

Ordinary Resolution 1 - Section 132D of the Companies Act, 1965

The Resolution 6(a) proposed under item 6, if passed, will give the Directors of the Company from the date of the above Annual General Meeting, authority to allot and issue shares in the Company up to an aggregate amount of not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company and also to empower Directors to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for additional shares issued. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. The general mandate sought to grant authority to Directors to allot and issue of shares is a renewal of the mandate that was approved by the shareholders at the Eighth Annual General Meeting held on 21 June 2012. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. 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.

Up to the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Eighth Annual General Meeting because there was no need for any fund raising activity for the purpose of investment, acquisition or working capital.

Ordinary Resolution 2 - Proposed Renewal of Shareholders' Mandate for Share Buy-Back

The Resolution 7 proposed under item 6(b), is to seek the authority for the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company on Bursa Malaysia Securities Berhad. For further information on the Proposed Renewal of Shareholders' Mandate for Share Buy-Back, please refer to the Circular to Shareholders dated 3 June 2013 enclosed together with the Company's 2012 Annual Report.

Special Resolution - Proposed Amendments to the Company's Articles of Association

The Resolution 8 under item 6(c), is to amend the Company's Articles of Association to be in line with the recent amendments to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The details of the Proposed Amendments are as set out in Appendix I on page 116 and 117 of this Annual Report.