



GABUNGAN AQRS BERHAD

(Company No: 912527-A)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING 1/2013

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting 1/2013 of Gabungan AQRS Berhad ("EGM") will be held at Eugenia and Dillenia Rooms, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Friday, 28 June 2013 at 10.30 a.m., or immediately after the conclusion or adjournment (as the case may be) of the Third (3rd) Annual General Meeting of the Company to be held at the same venue on the same day at 10.00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:-

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF GABUNGAN AQRS BERHAD (THE "COMPANY") ("PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION")

"THAT, subject to the passing of Ordinary Resolution 1 and Special Resolution 2, Clause 5 of the Company's Memorandum of Association be amended as follows:-

Existing	Proposed amendment
Clause 5 The capital of the Company is RM100,000,000/= Malaysian Currency divided into 400,000,000 ordinary shares of RM0.25 cents each. The shares in the original or any increased capital may be divided into several classes and there may attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	Clause 5 The capital of the Company is RM500,000,000/= Malaysian Currency divided into 2,000,000,000 ordinary shares of RM0.25 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

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 Amendment to the Memorandum of Association with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendment to the Memorandum of Association."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF GABUNGAN AQRS BERHAD (THE "COMPANY") ("PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION")

"THAT, subject to the passing of Ordinary Resolution 1 and Special Resolution 1, the Articles of Association of the Company be amended as follows:-

Existing	Proposed amendment
Article 3 The authorised share capital of the Company is Ringgit Malaysia One Hundred Million (RM100,000,000.00) divided into 400,000,000 ordinary shares of RM0.25 each.	Article 3 The authorised share capital of the Company is Ringgit Malaysia Five Hundred Million (RM500,000,000.00) divided into 2,000,000,000 ordinary shares of RM0.25 each.

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 Amendment to the Articles of Association with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendment to the Articles of Association."

ORDINARY RESOLUTION 1

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF GABUNGAN AQRS BERHAD (THE "COMPANY") FROM RM100,000,000 COMPRISING 400,000,000 ORDINARY SHARES OF RM0.25 EACH TO RM500,000,000 COMPRISING 2,000,000,000 ORDINARY SHARES OF RM0.25 EACH ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, subject to the passing of Special Resolution 1 and Special Resolution 2, the authorised share capital of the Company be increased from RM100,000,000 (Ringgit Malaysia One Hundred Million only) divided into 400,000,000 ordinary shares of RM0.25 each to RM500,000,000 (Ringgit Malaysia Five Hundred Million only) divided into 2,000,000,000 ordinary shares of RM0.25 each;

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 Increase in Authorised Share Capital with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF 159,984,000 FREE WARRANTS IN GABUNGAN AQRS BERHAD ("GBGAQRS" OR THE "COMPANY") ("WARRANTS") ON THE BASIS OF NINE (9) WARRANTS FOR EVERY TWENTY (20) EXISTING ORDINARY SHARES OF RM0.25 EACH IN GBGAQRS ("GBGAQRS SHARES" OR "SHARES") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF WARRANTS")

"THAT, subject to the passing of Ordinary Resolution 1, Special Resolution 1, Special Resolution 2 and the approvals of all relevant authorities, the Board of Directors of GBGAQRS ("Board") be and is hereby authorised to issue and allot 159,984,000 Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants ("Deed Poll") to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, on the basis of nine (9) Warrants for every twenty (20) existing GBGAQRS Shares held;

THAT the Board be and is hereby authorised to issue and allot such additional Warrants ("Additional Warrants") as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new GBGAQRS Shares arising from the exercise of the Warrants by the holders of the Warrants on their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new GBGAQRS Shares arising from the exercise of subscription rights represented by the Additional Warrants;

THAT the Board be and is hereby authorised to deal with any fractional entitlements of the Warrants that may arise from the Proposed Bonus Issue of Warrants in such manner as the Board shall in its absolute discretion deems fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company;

THAT the new GBGAQRS Shares to be issued arising from the exercise of the Warrants and/or the Additional Warrants shall, upon allotment and issue, rank pari passu in all respects with the existing GBGAQRS Shares, save and except that the new GBGAQRS Shares shall not be entitled to any dividends, rights, allotments, and/or any other forms of distributions which may be declared, made or paid before the date of allotment of such new Shares;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll upon the terms set out in the Circular to the Shareholders of GBGAQRS dated 6 June 2013 with full powers to assent to any conditions, variations, modifications and/or amendments as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Board, and, subject to all provisions and adjustments contained in the Deed Poll, to assent to any modification and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll, with full powers to implement and give effect to the terms and conditions of the Deed Poll, and to take all steps as they may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required (including fixing the final exercise price of the Warrants) to give effect to the Proposed Bonus Issue of Warrants with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or deemed necessary by the Board, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

ORDINARY RESOLUTION 3

PROPOSED AUTHORITY FOR GABUNGAN AQRS BERHAD ("GBGAQRS" OR THE "COMPANY") TO PURCHASE UP TO TEN PERCENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL ("PROPOSED SHARE BUY-BACK")

"THAT subject to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares comprised in the Company's issued and paid-up ordinary share capital, such purchases to be made through Bursa Securities subject further to the following:

- the aggregate number of ordinary shares of RM0.25 each in GBGAQRS ("GBGAQRS Shares") which may be purchased or held by the Company shall not exceed ten percent (10%) of the issued and paid-up ordinary share capital of the Company, subject to the restriction that the issued and paid-up ordinary share capital of GBGAQRS does not fall below the minimum share capital requirements of the Listing Requirements of Bursa Securities ("Listing Requirements") applicable to a company listed on the Main Market of Bursa Securities and that the listed issuer continues to maintain a shareholding spread that is in compliance with the requirements of the Listing Requirements after the share purchase;
- the maximum funds to be allocated by the Company for the purpose of purchasing the GBGAQRS Shares under the Proposed Share Buy-Back shall not exceed the aggregate audited retained profits and share premium account of the Company for the time being which stood at RM2,656,675 and RM56,040,571 respectively as at 31 December 2012 based on the latest audited financial statements of GBGAQRS for the financial year ended 31 December 2012;
- the authority conferred by this resolution to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 - the conclusion of the next annual general meeting ("AGM") of the Company following the extraordinary general meeting at which such resolution was passed, at which time the authority would lapse unless renewed by an ordinary resolution, either unconditionally or conditionally; or
 - the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
 - the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of the GBGAQRS Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and
- upon completion of the purchase(s) of the GBGAQRS Shares by the Company, the Directors of the Company be and are hereby authorised to retain the GBGAQRS Shares so purchased as treasury shares, of which may be distributed as dividends to shareholders, resold on Bursa Securities and/or subsequently cancelled, in the manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the GBGAQRS Shares."

BY ORDER OF THE BOARD

WONG WAI FOONG (MAICSA 7001358)

WONG PEIR CHYUN (MAICSA 7018710)

Company Secretaries

Kuala Lumpur

6 June 2013

Notes:-

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend this meeting and vote in his stead. Where a holder appoints two (2) proxies to attend and vote at the same meeting, such appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- A proxy may, but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account") as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where the authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. In the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer's Common Seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority shall be deposited at the Registered Office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend this Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 68(ii) of the Articles of Association of the Company and Section 34(1) of SICDA to issue a General Meeting Record of Depositors ("ROD") as at 24 June 2013. Only a depositor whose name appears on the ROD as at 24 June 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on his/her behalf.