



(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of Grand-Flo Solution Berhad ("Grand-Flo" or "Company") will be held at The Greens I, Golf Wing, Ground Level, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 27 June 2013 at 3.30 p.m., or immediately following the conclusion or adjournment of the Tenth Annual General Meeting of the Company to be held at the same venue and on the same day at 3.00 p.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

### ORDINARY RESOLUTION 1

**PROPOSED DISPOSAL BY GRAND-FLO OF UP TO 20.86% OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF SIMAT TECHNOLOGIES PUBLIC COMPANY LIMITED ("SIMAT"), AN ASSOCIATED COMPANY OF GRAND-FLO, HELD BY GRAND-FLO ("SIMAT SHARES") AT A DISPOSAL PRICE TO BE DETERMINED LATER ("PROPOSED DISPOSAL OF SIMAT SHARES")**

"THAT subject to all approvals being obtained from the relevant regulatory authorities, approval be and is hereby given to the Directors of the Company to dispose up to 20.86% of the total issued and paid-up share capital of Simat, at a disposal price to be determined later AND the actual number of the Simat Shares to be disposed will be determined by the Directors of the Company at a later date in such manner as the Directors shall in its absolute discretion deem fit and expedient which may be disposed in tranches or one-off via the open-market disposal or off-market disposal or a combination of both, subject to amongst others, the prevailing market conditions and the price of the Simat Shares;"

**AND THAT** the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Disposal of Simat Shares with full power 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 acts and things in any manner as they may deem necessary or expedient in the best interest of the Company."

### ORDINARY RESOLUTION 2

**PROPOSED DISPOSAL BY GRAND-FLO OF UP TO 13,781,250 WARRANTS HELD IN SIMAT ("SIMAT WARRANTS") AT A DISPOSAL PRICE TO BE DETERMINED LATER ("PROPOSED DISPOSAL OF SIMAT WARRANTS")**

"THAT subject to all approvals being obtained from the relevant regulatory authorities, approval be and is hereby given to the Directors of the Company to dispose up to 13,781,250 Simat Warrants held by Grand-Flo at a disposal price to be determined later AND the actual number of the Simat Warrants to be disposed will be determined by the Directors of the Company at a later date in such manner as the Directors shall in its absolute discretion deem fit and expedient which may be disposed in tranches or one-off via the open-market disposal or off-market disposal or a combination of both, subject to amongst others, the prevailing market conditions and the price of the Simat Warrants;

**AND THAT** the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Disposal of Simat Warrants with full power 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 acts and things in any manner as they may deem necessary or expedient in the best interest of the Company."

### ORDINARY RESOLUTION 3

**PROPOSED EXERCISE BY GRAND-FLO OF UP TO 13,781,250 SIMAT WARRANTS INTO NEW SIMAT SHARES AT THE PREVAILING EXERCISE PRICE OF THE SIMAT WARRANTS ("PROPOSED EXERCISE OF SIMAT WARRANTS")**

"THAT subject to all approvals being obtained from the relevant regulatory authorities, approval be and is hereby given to the Directors of the Company to exercise up to 13,781,250 Simat Warrants into new Simat Shares ("New Simat Shares") at the prevailing exercise price and ratio at the point of exercise AND the actual number of Simat Warrants to be exercised will be determined by the Directors of the Company at a later date, in such manner as the Directors shall in its absolute discretion deem fit and expedient, subject to amongst others, the prevailing market conditions, the price of Simat Shares, the price of Simat Warrants, the earnings strength of Simat from its existing and new business endeavours, and the dividend opportunity;

**AND THAT** the New Simat Shares shall be issued to the Company free from all claims, charges, liens, and encumbrances together with all rights attached thereto, and upon allotment and issue, be listed on the Market for Alternative Investment of the Stock Exchange of Thailand and rank *pari passu* in all respects with the then existing Simat Shares, save and except that the New Simat Shares will not be entitled to any dividend, right, allotment and/or other distribution that may be declared, made or paid prior to the date of allotment of the said New Simat Shares;

**AND FURTHER THAT** the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Exercise of Simat Warrants with full power 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 acts and things in any manner as they may deem necessary or expedient in the best interest of the Company."

### ORDINARY RESOLUTION 4

**PROPOSED DISPOSAL OF NEW SIMAT SHARES CONSEQUENT TO THE PROPOSED EXERCISE OF SIMAT WARRANTS ("NEW SIMAT SHARES") AT A DISPOSAL PRICE TO BE DETERMINED LATER ("PROPOSED DISPOSAL OF NEW SIMAT SHARES")**

"THAT subject to the passing of Ordinary Resolution 3 above and all approvals being obtained from the relevant regulatory authorities, approval be and is hereby given to the Directors of the Company to dispose New Simat Shares consequent to the Proposed Exercise of Simat Warrants at a disposal price to be determined later AND the actual number of the New Simat Shares to be disposed will be determined by the Directors of the Company at a later date, in such manner as the Directors shall in its absolute discretion deem fit and expedient which may be disposed in tranches or one-off via the open-market disposal or off-market disposal or a combination of both, subject to amongst others, the prevailing market conditions, the price of Simat Shares and dividend opportunity;

**AND THAT** the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Disposal of New Simat Shares consequent to the Proposed Exercise of Simat Warrants with full power 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 acts and things in any manner as they may deem necessary or expedient in the best interest of the Company."

### By Order of the Board

Tea Sor Hua (MACS 01324)  
Yong Yen Ling (MAICSA 7044771)  
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan  
12 June 2013

### Notes:

1. A shareholder shall be entitled to appoint up to two (2) proxies to attend and vote at the EGM. Where a shareholder appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
2. A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. If the appointor is a corporation, the instrument must be executed under its Common Seal or under the hand of an officer or attorney so authorised.
4. The instrument appointing a proxy must be deposited at the registered office of the Company situated at Third Floor, No. 79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof.
5. The depositors whose names appear in the Record of Depositors as at 19 June 2013 shall be regarded as members and entitled to attend, speak and vote at the EGM.