

POWER ROOT BERHAD

(Company No: 733268-U)

(Incorporated In Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Power Root Berhad ("**Power Root**" or the "**Company**") will be held at No. 1, Jalan Sri Plentong, Taman Perindustrian Sri Plentong, 81750 Masai, Johor Darul Ta'zim on Monday, 29 July 2013 at 3.00 p.m. or immediately after the conclusion or adjournment of the Seventh Annual General Meeting of the Company to be held at the same venue on the same date at 2.30 p.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modification the following resolution:-

ORDINARY RESOLUTION

PROPOSED DIVIDEND REINVESTMENT PLAN THAT PROVIDES THE SHAREHOLDERS OF POWER ROOT ("SHAREHOLDERS") THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND IN NEW ORDINARY SHARES OF RM0.20 EACH IN POWER ROOT ("POWER ROOT SHARES") ("PROPOSED DRP")

"THAT, subject to the approvals of the relevant regulatory authorities (if required) for the Proposed DRP being obtained and to the extent permitted by law:

- (a) the Proposed DRP which shall upon such terms and conditions as the Directors, at their sole and absolute discretion, deem fit be and is hereby approved;
- (b) the Directors of the Company be and hereby authorised:
 - (i) to establish and implement the Proposed DRP;
 - (ii) to determine, at their sole and absolute discretion, whether the Proposed DRP will apply to any dividends declared (whether interim, final, special or any other cash dividend) and/or approved by the Company and in respect of the financial year ending 28 February 2013;
 - (iii) to allot and issue such number of new Power Root Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP ("**New Shares**"); and
 - (iv) to do all such acts and enter into all such transactions, arrangements, deeds, undertakings and documents as may be necessary or expedient in order to give full effect to the Proposed DRP with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or agreed to by any relevant authorities (if any) or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, or by the Directors as they, in their absolute discretion, deem fit and in the best interest of the Company;

THAT, the New Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing Power Root Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made, or paid prior to or on the date of allotment of the New Shares;

AND THAT, no document pertaining to the Proposed DRP shall be issued or sent to the Shareholders having addresses outside Malaysia in the Company's Record of Depositors or who have not provided an address in Malaysia at which such documents may be delivered to."

By Order of the Board

NORIAH BINTI MD YUSOF (LS 0009298)

ROKIAH BINTI ABDUL LATIFF (LS 0000194)

Company Secretaries

Johor Bahru

28 June 2013

NOTICE OF EXTRAORDINARY GENERAL MEETING (cont'd)

Notes:

(1) GENERAL MEETING RECORDS OF DEPOSITORS

Only depositors whose name appears in the Record of Depositors as at 22 July 2013 shall be regarded as Member of the Company entitled to attend, speak and vote at this Meeting or appoint proxy(ies) to attend, speak and vote in his stead.

(2) PROXY

- (a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
- (b) A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
- (c) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- (d) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (e) Where the Proxy Form is executed by a corporation, it must be either under its Common Seal or under the hand of an officer or attorney duly authorised.
- (f) The Proxy Form must be deposited at the Registered Office of the Company, located at 31-04, Level 31, Menara Landmark, No. 12 Jalan Ngee Heng, 80000 Johor Bahru, Johor Darul Ta'zim not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.