



**KOTRA INDUSTRIES BERHAD**

(Company No. 497632-P)  
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Kotra Industries Berhad ("Kotra" or "Company") will be held at Auditorium Hall, Kotra Pharma Technology Centre, No. 2, Jalan TTC 12, Cheng Industrial Estate, 75250 Melaka on Monday, 29 July 2013 at 3.00 p.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:-

**ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF KOTRA INDUSTRIES BERHAD AND ITS SUBSIDIARIES (EXCLUDING ITS DORMANT SUBSIDIARIES) ("PROPOSED ESOS")**

"**THAT**, subject to and conditional upon the approvals of all relevant regulatory authorities, and persons (if required) being obtained, the approval be and is hereby given for the Company to:-

- establish, implement and administer the employees' share option scheme of up to fifteen percent (15%) of the total issued and paid-up share capital of the Company (excluding treasury shares) ("Proposed ESOS"), for the benefit of all eligible employees and Directors of the Company and its subsidiaries (excluding its dormant subsidiaries) ("Kotra Group") ("Eligible Employees"), in accordance with the provisions of the proposed draft Bylaws of the Proposed ESOS as set out in **Appendix I** of the Circular to Shareholders dated 11 July 2013, under which, the ESOS options will be granted to such Eligible Employees to subscribe for new ordinary shares of RM0.50 each in Kotra ("Kotra Shares") ("ESOS Options"). All new Kotra Shares to be allotted and issued upon the exercise of the ESOS Options will, upon such allotment and issuance, rank *pari passu* in all respects with the then total issued and paid-up share capital of the Company (excluding treasury shares), save and except that the new Kotra Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other attributions which may be declared, made or paid, the entitlement of which precedes the date of allotment of such new Kotra Shares and will be subjected to all provisions of the Article of Association of the Company relating to transfer, transmission and otherwise;
- amend and/or modify all or any part of the Proposed ESOS from time to time as may be required/permitted by the authorities or deemed necessary by the authorities of the Board of Directors ("Board") or any committee of the Proposed ESOS established or appointed by it provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the proposed draft Bylaws relating to the modifications and/or amendments and to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/or amendments;
- allot and issue and/or procure from deliver from time to time such a number of new Kotra Shares as may be required to be issued pursuant to the exercise of the ESOS Options under the Proposed ESOS provided that the aggregate number of new Kotra Shares to be offered pursuant to the Proposed ESOS and any other schemes involving new issuance of Kotra Shares to be implemented by the Company shall not at any point in time in aggregate exceed fifteen percent (15%) of the total issued and paid-up share capital of the Company (excluding treasury shares) that may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time during the duration of the Proposed ESOS; and
- do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and undertakings and to make such rules of regulations or impose such terms and conditions or delegate part of its power as may be necessary of expedient in order to give full effect to the Proposed ESOS and terms of the proposed draft Bylaws.

**AND THAT** the Board be and is hereby authorised and empowered to give effect to the Proposed ESOS with full power to consent to and to adopt such conditions, modifications, variations, and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities.

**AND FURTHER THAT** the proposed draft Bylaws of the Proposed ESOS, as set out in **Appendix I** of the Circular to Shareholders dated 11 July 2013, be and is hereby approved."

**ORDINARY RESOLUTION 2**

**PROPOSED GRANTING OF ESOS OPTIONS TO PIONG TECK ONN**

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Piong Teck Onn, being the Managing Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:-

- not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the total issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 3**

**PROPOSED GRANTING OF ESOS OPTIONS TO DATUK PIONG TECK YEN**

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Datuk Piong Teck Yen, being the Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:-

- not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the total issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 4**

**PROPOSED GRANTING OF ESOS OPTIONS TO CHIN SWEE CHANG**

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Chin Swee Chang, being the Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:-

- not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the total issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 5**

**PROPOSED GRANTING OF ESOS OPTIONS TO PIONG TECK MIN**

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Piong Teck Min, being the Non-Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:-

- not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the total issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 6**

**PROPOSED GRANTING OF ESOS OPTIONS TO PIONG CHEE WEI**

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Piong Chee Wei, being the son of Piong Teck Onn, the Managing Director and Chin Swee Chang, the Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:-

- not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the total issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

**BY ORDER OF THE BOARD**

**CHUA SIEW CHUAN (MAICSA 0777689)**  
**MAK CHOOI PENG (MAICSA 7017931)**  
**SEAN NE TEO (LS 0008058)**

**Company Secretaries**

Melaka  
11 July 2013

**Notes:-**

- In respect of deposited securities, only members whose names appear on the Record of Depositors on 22 July 2013 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Extraordinary General Meeting ("EGM").
- A member entitled to attend and vote at the EGM is entitled to appoint more than one (1) proxy to attend and vote in his stead. A proxy may but does not need to be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 need not be complied with. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to speak at the EGM. Notwithstanding this, a member entitled to attend and vote at the EGM is entitled to appoint any person as his proxy to attend and vote instead of the member at the EGM. There shall be no restriction as to the qualifications of the proxy.
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- The instrument appointing a proxy must be deposited at the registered office of the Company at No. 60-1, Jalan Lagenda 5, Taman 1 Lagenda, 75400 Melaka not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof.