



LATITUDE TREE HOLDINGS BERHAD

(Company No. 302829-W)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Latitude Tree Holdings Berhad (“LTHB” or the “**Company**”) will be held at Putra Room, Kelab Golf Sultan Abdul Aziz Shah, No.1, Rumah Kelab, Jalan Kelab Golf 13/6, 40100 Shah Alam, Selangor Darul Ehsan on Wednesday, 21 August 2013 at 3.00 p.m. for the purpose of considering and, if thought fit, passing the following resolution with or without any modification:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF ALL THE SUBSIDIARIES OF LATITUDE TREE INTERNATIONAL GROUP LTD. (“LTIGL”) FOR AN AGGREGATE CONSIDERATION OF SGD48,750,000.00 (“PROPOSED ACQUISITIONS”)

THAT, subject to the approvals of the relevant authorities being obtained, approval be and is hereby given for LTHB to acquire from Latitude Tree International Group Ltd. (“**LTIGL**”), the entire equity interest of Latitude Tree Vietnam Joint Stock Company, Grob Holz Company Ltd., Latitude Tree International Ltd. and Linkage Creation International Co. Ltd. held by LTIGL for a purchase consideration of SGD48,750,000.00 according to the terms and conditions applied in the conditional sale and purchase agreement between LTHB and LTIGL for the Proposed Acquisitions, including any modifications, variations, amendments and additions thereto from time to time.

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby empowered and authorised to take all such steps and do all acts, deeds, and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed Acquisitions with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may deem fit and/or as may be imposed or permitted by any other relevant authorities in connection with the Proposed Acquisitions.

By Order of the Board

TAI YIT CHAN (MAICSA 7009143)

TAN AI NING (MAICSA 7015852)

YEOH JOE SON (MIA 9238)

Company Secretaries

Kuala Lumpur

5 August 2013

Notes:-

1. *A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
2. *Where a member appoints two (2) proxies to attend at the same meeting, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.*
3. *Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account (“**omnibus account**”) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
4. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney so authorised.*
5. *The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power or authority, shall be deposited at the registered office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting.*
6. *For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at 31 July 2013 and only Members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.*