

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of the Company will be held at the Glenmarie Ballroom A, Holiday Inn Kuala Lumpur, Glenmarie, No. 1, Jalan Usahawan U1/8, Seksyen U1, 40250 Shah Alam, Selangor Darul Ehsan on Tuesday, 24 September 2013 at 10.00 a.m. or immediately after the conclusion of the Company’s 50th Annual General Meeting, whichever occurs later, for the purpose of considering and if thought fit, passing the following resolution, with or without modifications:

ORDINARY RESOLUTION

- (I) **PROPOSED BONUS ISSUE OF UP TO 77,500,000 WARRANTS IN SYMPHONY LIFE BERHAD (FORMERLY KNOWN AS BOLTON BERHAD) (“SYMLIFE” OR “COMPANY”) (“WARRANTS”) ON THE BASIS OF 1 FREE WARRANT FOR EVERY 4 EXISTING ORDINARY SHARES OF RM1.00 EACH IN SYMLIFE (“SYMLIFE SHARES” OR “SHARES”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”);**
- (II) **PROPOSED ISSUANCE OF 12,500,000 FREE WARRANTS TO RHB TRUSTEES BERHAD (FORMERLY KNOWN AS OSK TRUSTEES BERHAD) AS TRUSTEE (“TRUSTEE”) FOR THE EMPLOYEE SHARE TRUST SCHEME (“ESTS”) OF SYMLIFE (“PROPOSED ISSUANCE OF WARRANTS TO ESTS”); AND**
- (III) **PROPOSED ISSUANCE OF 17,500,000 FREE WARRANTS TO THE DIRECTORS OF SYMLIFE (“PROPOSED ISSUANCE OF WARRANTS TO DIRECTORS”)**

“THAT the Board of Directors of SymLife (“**Board**”) be and is hereby authorised to issue and allot up to 77,500,000 free 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 Register 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 1 free Warrant for every 4 existing SymLife Shares held.

THAT the Board be and is hereby authorised to issue and allot 12,500,000 free Warrants in registered form and constituted by a Deed Poll to the Trustee for the ESTS.

THAT the Board be and is hereby authorised to issue and allot 17,500,000 free Warrants in registered form and constituted by a Deed Poll to the Directors of SymLife based on the following proposed allocation:

Directors	No. of free Warrants to be issued under the Proposed Issuance of Warrants to Directors (No. of Warrants)
	’000
Tan Sri Mohamed Azman bin Yahya	15,000
Wing Kwong @ Chan Wing Kwong	500
Tan Sri Nik Mohamed bin Nik Yaacob	500
Dato’ Robert Teo Keng Tuan	500
Chin Jit Pyng	500
Lee Siew Choong	500
TOTAL	17,500

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) in order to give effects to the Proposed Bonus Issue of Warrants, Proposed Issuance of Warrants to ESTS and Proposed Issuance of Warrants to Directors, with full power 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 act 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, Proposed Issuance of Warrants to ESTS and Proposed Issuance of Warrants to Directors.

THAT the Board be and is hereby authorised to issue and allot any 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 new SymLife Shares to be issued arising from the exercise of the Warrants and/or Additional Warrants shall, upon allotment and issue, rank pari passu in all respects with the existing SymLife Shares, save and except that the new SymLife 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 SymLife Shares.

AND 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 Shareholders of SymLife dated 30 August 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 modifications 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 power to implement and give effects 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.”

BY ORDER OF THE BOARD

LIM SENG YON (MAICSA 0815774)
WONG WAI FONG (MAICSA 7000896)
Secretaries

30 August 2013
Selangor Darul Ehsan

Notes:

1. A proxy may but need not be a member.
2. To be valid, the Form of Proxy, duly completed must be deposited at the office of the Company not less than forty-eight (48) hours before the time for holding the meeting PROVIDED THAT in the event a member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy. You can also appoint the Chairman of the meeting as your proxy.
3. A member holding one thousand (1,000) ordinary shares or less may appoint one (1) proxy to attend and vote at a general meeting who shall represent all the shares held by such member.
4. A member holding more than one thousand (1,000) ordinary shares may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies to attend and vote at the same meeting, such appointment(s) shall be invalid unless the member specifies the proportion of his shareholding in respect of which each proxy shall represent him.
5. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
6. 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.
7. Where a member 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.
8. If the appointor is a corporation, the Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
9. For the purpose of determining a member who shall be entitled to attend the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors (“**ROD**”) as at 17 September 2013. Only a depositor whose name appears on the ROD as at 17 September 2013 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on such depositor’s behalf.
10. The lodging of the Form of Proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.