



RESINTECH BERHAD

(COMPANY NO.: 341662-X)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of RESINTECH BERHAD will be held at Concorde Hotel Shah Alam, Gallery 1, Level 3, No. 3 Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan on Friday, 27 September 2013 at 9.30 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To table the Audited Financial Statements for the financial year ended 31 March 2013 together with the Reports of Directors and Auditors thereon.
2. To re-elect the following Directors, who retire pursuant to Article 126 of the Articles of Association of the Company:
 - 2.1 Datin Gan Jew *Ordinary Resolution 1*
 - 2.2 Kok Wee Wah *Ordinary Resolution 2*
3. To approve the payment of the Directors' Fees for the financial year ended 31 March 2013. *Ordinary Resolution 3*
4. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. *Ordinary Resolution 4*

As Special Business

To consider and, if thought fit, to pass the following resolutions with or without any modification:

5. **ORDINARY RESOLUTION
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** *Ordinary Resolution 5*

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares does not exceed 10% of the issued share capital of the Company at the time of issue and THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued, subject to the Companies Act, 1965, the Articles of Association of the Company and approval from the Bursa Malaysia Securities Berhad and other relevant bodies where such approval is necessary."
6. **ORDINARY RESOLUTION
RE-APPOINTMENT OF DIRECTORS PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965** *Ordinary Resolution 6*

To pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965:

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Abu Sujak Bin Mahmud be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting."

By Order of the Board

**PANG CHIA TYNG (MAICSA 7034545)
LIM LEE KUAN (MAICSA 7017753)**
Company Secretaries

Selangor Darul Ehsan
3 September 2013

Notes:

1. Member entitled to attend and vote at the meeting may appoint another person as his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
2. A Member may appoint only one (1) proxy or attorney or authorised representative. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint only 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.
3. 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.
4. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy and the power of attorney or other attorney, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding of the meeting or adjourned meeting.
6. The Date of Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the meeting is 20 September 2013.

Explanatory Notes to Special Business:

(i) Ordinary Resolution 5 Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company, from the date of the Annual General Meeting, to issue shares (other than bonus or rights issue) of the Company up to and not exceeding in total 10% of the issued share capital of the Company at the time of issue for such purpose as they considered would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The renewal of the General Mandate is to provide flexibility to the Company to issue new shares without the need to convene a general meeting(s) to obtain shareholders' approval as to avoid incurring additional cost and time. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares, for purposes of funding future investment project(s), working capital and/or acquisitions(s).

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 25 September 2012.

(ii) Ordinary Resolution 6 Re-Appointment of Directors pursuant to Section 129(6) of the Companies Act, 1965

The proposed Ordinary Resolution 6, if passed, will result the director who is over the age of seventy years shall be re-appointed to act as a director of public company pursuant to Section 129 of the Companies Act, 1965. A vote by the majority of not less than three-fourths of members who are entitled to vote and voting in person or by proxy is required to pass these resolutions. The Nomination Committee and the Board has assessed the independence of Dato' Abu Sujak bin Mahmud and satisfied that he is able to provide check and balance and bring an element of objectivity to the Board.