



MUAR BAN LEE GROUP BERHAD

(COMPANY NO. 753588-P)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Muar Ban Lee Group Berhad ("MBL" or the "Company") will be held at JR52, Lot 1818, Jalan Raja, Kawasan Perindustrian Bukit Pasir, 84300 Muar, Johor on Wednesday, 23 October 2013 at 11.30 a.m. and at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY MBL PLANTATION SDN BHD ("MBLPSB"), A WHOLLY-OWNED SUBSIDIARY OF MBL, OF THE ENTIRE ISSUED AND PAID-UP ORDINARY SHARE CAPITAL OF SOKOR GEMILANG LADANG SDN BHD ("SGLSB") AND NOVATION OF THE SUM OWING FROM THE CREDITORS OF SGLSB TO MBLPSB FOR A TOTAL CONSIDERATION OF RM24,750,000 TO BE SATISFIED BY CASH ("PROPOSED ACQUISITION")

"**THAT**, subject to the relevant approvals stipulated in the Share Sale Agreement ("**SSA**") being obtained, approval be and is hereby given to MBLPSB to acquire the entire equity interest in SGLSB for a total consideration (including the Sum Owing as defined in the Circular) of RM24,750,000 to be satisfied entirely by cash, subject to the terms and conditions as set out in the SSA dated 15 March 2013 entered between MBLPSB and the Vendors (as defined in the Circular).

AND THAT, the Directors of the Company, whereby alone or jointly with one or more of them, be and is/are hereby authorised to complete and give effect to the Proposed Acquisition on such terms as the Board may approve and with full power (a) to assent to any conditions, variations, modifications and/or amendments as may be, at their discretion, be so required; (b) to deal with all matters relating to the SSA thereto; (c) to enter into all such agreements, arrangements, undertakings, indemnities, guarantees, transfers and/or assignments with any party or parties as may, at their discretion, be so required in connection with the SSA; and (d) to take all steps and do all acts and things in any manner as they may deem necessary or expedient to implement and give effect to the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED CHANGE OF AUDITORS

"**THAT** the resignation of Messrs PKF as auditors of the Company be and is hereby accepted; and in place thereof, Messrs UHY having consented to act, be and is hereby appointed as auditors of the Company for the financial year ending 31 December 2013 and to hold office until the conclusion of the next annual general meeting of the Company

AND THAT authority be and is hereby given for the Directors to determine their remuneration."

BY ORDER OF THE BOARD MUAR BAN LEE GROUP BERHAD

LEE HONG LIM (MIA 12949)

Company Secretary

Penang

7 October 2013

Notes:-

- (i) *A member of the Company entitled to attend and vote at the Meeting, is entitled to appoint a proxy or two proxies to attend and vote instead of him. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. A member of the Company who is an authorised nominee as defined under the Central Depositories Act, 1991 may appoint 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. A proxy need not be a member of the Company;*
- (ii) *The form of proxy in the case of an individual shall be signed by the appointor or his attorney and in the case of a corporation, must be executed under seal or under the hand of an officer or attorney duly authorised;*
- (iii) *The instrument appointing a proxy must be deposited at the Company's Registered Office at No.87 Muntri Street, 10200 Pulau Pinang not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof; and*
- (iv) *Only Members whose names appear on the Record of Depositors of the Company as at 11 October 2013 shall be eligible to attend the Extraordinary General Meeting.*