



**KULIM (MALAYSIA) BERHAD**  
(Company No. 23370-V)  
(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Kulim (Malaysia) Berhad (“Kulim” or the “Company”) is scheduled to be held at KSRT Clubhouse, EPA Management Sdn Bhd, K.B. No. 705, Ulu Tiram Estate, 80990 Johor Bahru, Johor, Malaysia on Friday, 13 December 2013 at 11.30 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

### ORDINARY RESOLUTION 1

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”) OF UP TO FIVE PERCENT (5%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME (“PROPOSED ESOS”)**

“**THAT**, subject to and conditional upon the approvals of all relevant authorities, the Board of Directors of Kulim (the “Board”) is hereby authorised to establish, implement and administer the ESOS for the benefit of eligible employees of Kulim and its subsidiaries (“Group”), executive Directors and non-executive Directors of Kulim, and directors of its subsidiaries, which are not dormant, who meet the criteria of eligibility for participation in the Proposed ESOS (“Eligible Person(s)”) under which options will be granted to the Eligible Persons to subscribe for new ordinary shares of RM0.25 each in Kulim (or such other par value as determined from time to time) (“Kulim Share(s)”) in accordance with the draft by-laws of the Proposed ESOS (“By-Laws”) as set out in **Appendix I** of the circular to shareholders of the Company dated 28 November 2013, and to adopt and approve the By-Laws;

**THAT**, the Board is hereby authorised to allot and issue and/or procure the transfer from time to time such number of new Kulim Shares as may be required pursuant to the exercise of the options under the Proposed ESOS provided that the aggregate number of new Kulim Shares to be allotted and issued and/or transferred shall not exceed five percent (5%) of the total issued and paid-up share capital of Kulim (excluding treasury shares) at any point in time throughout the duration of the Proposed ESOS and that such new Kulim Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued and paid-up Kulim Shares, except that the new Kulim Shares will not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid to shareholders, for which the entitlement date is prior to the date of allotment and issuance of such new Kulim Shares, and such new Kulim Shares will be subject to all the provisions of the Memorandum and Articles of Association of the Company and such amendments thereafter, if any;

**THAT**, the Board is hereby authorised to do all such acts, execute, sign and deliver on behalf of the Company, all such agreements, arrangements, undertakings, instruments or other documents as may be necessary with full powers to assent to any arrangement, condition, modification, variation and/or amendment thereto as the Board may deem fit and/or as may be imposed by any relevant regulatory authorities in connection with the Proposed ESOS;

**THAT**, the Board is hereby authorised to amend and/or modify the Proposed ESOS from time to time as may be required/ permitted by the relevant regulatory authorities or deemed to be necessary by the Board provided that such amendments and/or modifications are effected in accordance with the provisions in the By-Laws relating to amendments and/or modifications and to take all such acts and steps and to enter into such transactions, agreements, arrangements, undertakings, indemnities, transfers, assignments, deeds and/or guarantees with any party or parties, to deliver and/or cause to be delivered all such documents and to make such rules or regulations, or impose such terms and conditions or delegate part of its powers as may be necessary or expedient to implement, finalise and to give full effect to the Proposed ESOS;

**AND THAT** the proposed By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and is hereby approved.”

### ORDINARY RESOLUTION 2

**PROPOSED GRANT OF ESOS OPTIONS TO DATO’ KAMARUZZAMAN ABU KASSIM**

“**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 grant to Dato’ Kamaruzzaman Abu Kassim, the Non-Independent Non-Executive Chairman of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS provided that not more than ten percent (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 twenty percent (20%) or more of the 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 By-Laws governing and constituting the Proposed ESOS.”

### ORDINARY RESOLUTION 3

**PROPOSED GRANT OF ESOS OPTIONS TO AHAMAD MOHAMAD**

“**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 grant to Ahmad Mohamad, 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 ten percent (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 twenty percent (20%) or more of the 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 By-Laws governing and constituting the Proposed ESOS.”

### ORDINARY RESOLUTION 4

**PROPOSED GRANT OF ESOS OPTIONS TO WONG SENG LEE**

“**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 grant to Wong Seng Lee, 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 ten percent (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 twenty percent (20%) or more of the 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 By-Laws governing and constituting the Proposed ESOS.”

### ORDINARY RESOLUTION 5

**PROPOSED GRANT OF ESOS OPTIONS TO JAMALUDIN MD ALI**

“**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 grant to Jamaludin Md Ali, 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 ten percent (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 twenty percent (20%) or more of the 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 By-Laws governing and constituting the Proposed ESOS.”

### ORDINARY RESOLUTION 6

**PROPOSED GRANT OF ESOS OPTIONS TO ABDUL RAHMAN SULAIMAN**

“**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 grant to Abdul Rahman Sulaiman, 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 ten percent (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 twenty percent (20%) or more of the 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 By-Laws governing and constituting the Proposed ESOS.”

### ORDINARY RESOLUTION 7

**PROPOSED GRANT OF ESOS OPTIONS TO DATIN PADUKA SITI SA’DIAH SH BAKIR**

“**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 grant to Datin Paduka Siti Sa’diah Sh Bakir, 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 ten percent (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 twenty percent (20%) or more of the 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 By-Laws governing and constituting the Proposed ESOS.”

### ORDINARY RESOLUTION 8

**PROPOSED GRANT OF ESOS OPTIONS TO ROZAN MOHD SA’AT**

“**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 grant to Rozan Mohd Sa’at, 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 ten percent (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 twenty percent (20%) or more of the 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 By-Laws governing and constituting the Proposed ESOS.”

### ORDINARY RESOLUTION 9

**PROPOSED GRANT OF ESOS OPTIONS TO ZULKIFLI IBRAHIM**

“**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 grant to Zulkifli Ibrahim, 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 ten percent (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 twenty percent (20%) or more of the 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 By-Laws governing and constituting the Proposed ESOS.”

### ORDINARY RESOLUTION 10

**PROPOSED GRANT OF ESOS OPTIONS TO TAN SRI DATO’ SERI UTAMA ARSHAD AYUB**

“**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 grant to Tan Sri Dato’ Seri Utama Arshad Ayub, the 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 ten percent (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 twenty percent (20%) or more of the 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 By-Laws governing and constituting the Proposed ESOS.”

### ORDINARY RESOLUTION 11

**PROPOSED GRANT OF ESOS OPTIONS TO DATUK HARON SIRAJ**

“**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 grant to Datuk Haron Siraj, the 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 ten percent (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 twenty percent (20%) or more of the 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 By-Laws governing and constituting the Proposed ESOS.”

### ORDINARY RESOLUTION 12

**PROPOSED GRANT OF ESOS OPTIONS TO DR. RADZUAN A. RAHMAN**

“**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 grant to Dr. Radzuan A. Rahman, the 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 ten percent (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 twenty percent (20%) or more of the 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 By-Laws governing and constituting the Proposed ESOS.”

### ORDINARY RESOLUTION 13

**PROPOSED GRANT OF ESOS OPTIONS TO LEUNG KOK KEONG**

“**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 grant to Leung Kok Keong, the 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 ten percent (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 twenty percent (20%) or more of the 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 By-Laws governing and constituting the Proposed ESOS.”

By Order of the Board,

**KULIM (MALAYSIA) BERHAD**

**IDHAM JIHADI ABU BAKAR** (MAICSA 7007381)

**NURALIZA A. RAHMAN** (LS 0008565)

Company Secretaries

Johor Bahru, Johor

28 November 2013

#### Notes:-

- (1) *Applicable to shares held through a nominee account.*
- (2) *A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of Companies, and the provisions of Section 149(1)(b) of the Companies Act 1965 shall not apply to the Company.*
- (3) *In the case of a corporate member, the instrument appointing a proxy shall be (a) under its Common Seal or (b) under the hand of a duly authorised officer or attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.*
- (4) *A member shall not, subject to Paragraphs (5) and (6) below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, each proxy appointed shall represent a minimum of 100 shares and such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.*
- (5) *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 but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- (6) *Where a member is an exempt authorised nominee (“EAN”) as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.*
- (7) *Any alteration to the instrument appointing a proxy must be initialled. The instrument appointing a proxy must be deposited at the registered office at Suite 12B, Level 12, Menara Ansar, 65 Jalan Trus, 80000 Johor Bahru, Johor not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.*