



**KIMLUN CORPORATION BERHAD**

(Company No.: 867077-X)

(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Kimlun Corporation Berhad ("Kimlun" or the "Company") is scheduled to be held at Eugenia Room, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 2 January 2014 at 2.30 p.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

**ORDINARY RESOLUTION**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 60,112,500 NEW ORDINARY SHARES OF RM0.50 EACH IN KIMLUN ("KIMLUN SHARE(S)" OR "SHARE(S)") ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) EXISTING KIMLUN SHARES HELD TOGETHER WITH 60,112,500 FREE DETACHABLE WARRANTS ("WARRANT(S)") ON THE BASIS OF ONE (1) FREE WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED FOR, BASED ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")**

"**THAT** subject to the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to the Board of Directors of the Company ("Board") for the following:-

- i. to provisionally allot and issue by way of a renounceable rights issue of 60,112,500 Rights Shares at an issue price to be determined and announced later by the Board, but in any case, not lower than the par value of Kimlun Shares on the basis of one (1) Rights Share for every four (4) existing Kimlun Shares held together with 60,112,500 Warrants on the basis of one (1) Warrant for every one (1) Rights Share subscribed for, by the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitlement Date");
- ii. wherein each of the Warrant will carry the right to subscribe, subject to any adjustment in accordance with a deed poll ("Deed Poll") to be executed, at any time during the exercise period, for one (1) new Kimlun Share at an exercise price to be determined later by the Board, but in any case the exercise price will not be lower than the par value of Kimlun Shares;
- iii. to allot and issue such number of new Kimlun Shares pursuant to the exercise of the Warrants, from time to time during the tenure of the Warrants in accordance with the provisions of the Deed Poll;
- iv. to allot and issue such further Warrants and new Kimlun Shares arising from the subscription of further Warrants as a consequence of any adjustment in accordance with the provisions of the Deed Poll and/ or as may be required by the relevant authorities; and
- v. to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing of and quotation for the new Kimlun Shares which may from time to time be allotted and issued upon exercise of the Warrants.

**THAT** fractional entitlements of the Rights Shares and the Warrants arising from the Proposed Rights Issue with Warrants shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of the Company;

**THAT** the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in the circular to shareholders of the Company dated 6 December 2013 ("Circular"), and the Directors be authorised with full powers to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/ or expedient, subject to the approvals of the relevant authorities, where required;

**THAT** the Rights Shares and the new Kimlun Shares arising from the exercise of the Warrants will, upon allotment and issuance, rank pari passu in all respects with the existing Kimlun Shares, save and except that the new Kimlun Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the said new Kimlun Shares;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, including but not limited to the Deed Poll, do all things and acts as may be required to give effect to the aforesaid Proposed Rights Issue with Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

**By Order of the Board**

**NG YEN HOONG (LS 008016)**  
**WONG PEIR CHYUN (MAICSA 7018710)**  
**TAY LEE SHYA (MIA 16982)**  
Company Secretaries

Kuala Lumpur  
6 December 2013

**Notes:-**

1. A member entitled to attend, to speak and to vote at the meeting is entitled to appoint proxy(ies) (or in the case of a corporation, a duly authorised representative) to attend, to speak and to vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company.
2. 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 corporation's Seal or under the hand of an officer or attorney duly authorised.
3. A member shall be entitled to appoint not more than two (2) proxies to attend, to speak and to vote at the same meetings, and that appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), 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.
5. Where a member of the Company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
6. Where the authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting.
8. Only the members whose names appear on the Record of Depositors as at 24 December 2013 shall be entitled to attend, to speak and to vote at this meeting or appoint proxy(ies) to attend, to speak and to vote on their behalf.