

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Vitrox Corporation Berhad ("Vitrox" or the "Company") will be held at the Vitrox Innovation Centre, 85A, Lintang Bayan Lepas, 11, Bayan Lepas Industrial Park, Phase IV, 11900 Bayan Lepas, Penang on Thursday, 27 February 2014, at 2.20 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION 1
PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENT")
THAT subject to the passing of Ordinary Resolution 1 below, Clause (f) of the Company's Memorandum of Association be amended as follows:

Existing
The capital of the Company is RM25,000,000 divided into 250,000,000 shares of RM10.10 each. The Company shall have the power to increase, or reduce its capital, to consolidate or sub-divide the

shares of the Company into several classes and to attach thereto respectively, preferential, deferred or special rights, privileges or conditions as may be determined by, or in accordance with the regulations (devised for special rights, privileges or conditions as may be determined by, or in accordance with the regulations) for the time being of the Company and to issue additional capital with any such rights, privileges, or conditions as aforesaid, and any preference share may be issued on the terms that it is or at the option of the Company is liable to be redeemed.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Amendment with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendment."

ORDINARY RESOLUTION 1
PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM25,000,000 COMPRISING 250,000,000 ORDINARY SHARES OF RM10.10 EACH TO RM50,000,000 COMPRISING 500,000,000 ORDINARY SHARES OF RM10.10 EACH ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")
THAT, subject to the passing of Special Resolution 1 above, the authorised share capital of the Company be increased from RM25,000,000 comprising 250,000,000 ordinary shares of RM10.10 each to RM50,000,000 comprising 500,000,000 ordinary shares of RM10.10 each by the creation of an additional 250,000,000 new ordinary shares of RM10.10 each.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY ("PROPOSED ESOS")
THAT, subject to the passing of Special Resolution 1 and Ordinary Resolution 1 above and the approvals of all relevant authorities and parties (where required) being obtained, approval be and is hereby given to the Board of Directors of the Company ("Board") to enter into the Proposed ESOS for the benefit of the eligible Directors and employees of the Company and its subsidiaries (excluding dormant companies) ("VITrox Group") who meets the criteria of eligibility for participation in the Proposed ESOS ("Eligible Persons") in accordance with the draft By-Laws which is set out in Appendix C of the Circular to Shareholders dated 16 January 2014 ("By-Laws"). Under the Proposed ESOS, options will be granted to such Eligible Persons to subscribe for new ordinary shares of RM10.10 each in Vitrox ("VITrox Shares" or "Shares") and any new VITrox Shares to be allotted and issued upon the exercise of the options granted under the Proposed ESOS will, upon such allotment and issuance, rank *pari passu* in all respects with the then existing issued and paid-up Shares of the Company, save and except that the new VITrox Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other distributions, which may be declared, made or paid, the entitlement date of which precedes the date of allotment and issuance of such new VITrox Shares and the new VITrox Shares will be subject to the provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise of the Shares;

(b) to amend and/or modify all or any part of the provisions of the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the Board or any committee of the Proposed ESOS established or appointed by it provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to all such acts, deeds and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/or amendments;

(c) to make the necessary applications to Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities and do all things necessary at the appropriate time or times for permission to deal in and for the listing of and quotation for the new VITrox Shares that may hereafter from time to time be allotted and issued pursuant to the Proposed ESOS;

(d) to allot and issue and/or procure for delivery from time to time such number of new VITrox Shares as may be required to be issued pursuant to the exercise of the options under the Proposed ESOS provided that the aggregate number of new VITrox Shares to be offered pursuant to the Proposed ESOS and any other schemes involving new issuance of VITrox Shares to be implemented by the Company shall not at any point in time in aggregate exceed ten percent (10%) of the total issued and paid-up ordinary share capital of the Company (excluding treasury shares);

(e) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws;

AND THAT the Board be and is hereby authorised and empowered to give effect to the Proposed ESOS with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities.

AND FURTHER THAT the proposed By-Laws of the Proposed ESOS, as set out in Appendix I of the Circular to Shareholders, be and is hereby approved."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF OPTIONS TO DATO' SRI KIEW KWONG SEN, CHAIRMAN/INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY
THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Dato' Seri Kiew Kwong Sen, the Chairman/Independent Non-Executive Director of the Company, options to subscribe for up to 1,200,000 new VITrox Shares under the Proposed ESOS, provided that at the point the options are offered to Dato' Seri Kiew Kwong Sen, his allocation is not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total VITrox Shares made available under the Proposed ESOS if he either singly or collectively through persons connected with him, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) 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 ALLOCATION OF OPTIONS TO CHU JENN WENG, MANAGING DIRECTOR/PRESIDENT/CEO OF THE COMPANY
THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Chu Jenn Weng, the Managing Director/President/CEO of the Company, options to subscribe for up to 1,000,000 new VITrox Shares under the Proposed ESOS, provided that at the point the options are offered to Chu Jenn Weng, his allocation is not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total VITrox Shares made available under the Proposed ESOS if he either singly or collectively through persons connected with him, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) 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 ALLOCATION OF OPTIONS TO SIAM KOKTONG, EXECUTIVE DIRECTOR/ SENIOR VICE PRESIDENT OF THE COMPANY
THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Siam Kok Tong, the Executive Director/Senior Vice President of the Company, options to subscribe for up to 1,000,000 new VITrox Shares under the Proposed ESOS, provided that at the point the options are offered to Siam Kok Tong, his allocation is not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total VITrox Shares made available under the Proposed ESOS if he either singly or collectively through persons connected with him, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) 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 ALLOCATION OF OPTIONS TO YEOH SHIH HOONG, EXECUTIVE DIRECTOR/ SENIOR VICE PRESIDENT OF THE COMPANY
THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Yeoh Shih Hoong, the Executive Director/Senior Vice President of the Company, options to subscribe for up to 1,000,000 new VITrox Shares under the Proposed ESOS, provided that at the point the options are offered to Yeoh Shih Hoong, his allocation is not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total VITrox Shares made available under the Proposed ESOS if he either singly or collectively through persons connected with him, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) 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 ALLOCATION OF OPTIONS TO CHUAH POAY NGE, INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY
THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Chuah Poay Ngee, the Independent Non-Executive Director of the Company, options to subscribe for up to 1,000,000 new VITrox Shares under the Proposed ESOS, provided that at the point the options are offered to Chuah Poay Ngee, her allocation is not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total VITrox Shares made available under the Proposed ESOS if she either singly or collectively through persons connected with her, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) 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 ALLOCATION OF OPTIONS TO PROF. DR. AHMAD FADZIL BIN MOHAMMAD HANI, NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY
THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Prof. Dr. Ahmad Fadzil Bin Mohammad Hani, the Non-Independent Non-Executive Director of the Company, options to subscribe for up to 1,000,000 new VITrox Shares under the Proposed ESOS, provided that at the point the options are offered to Prof. Dr. Ahmad Fadzil Bin Mohammad Hani, his allocation is not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total VITrox Shares made available under the Proposed ESOS if he either singly or collectively through persons connected with him, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) 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 ALLOCATION OF OPTIONS TO CHANG MUN KEE, INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY
THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Chang Mun Kee, the Independent Non-Executive Director of the Company, options to subscribe for up to 1,000,000 new VITrox Shares under the Proposed ESOS, provided that at the point the options are offered to Chang Mun Kee, his allocation is not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total VITrox Shares made available under the Proposed ESOS if he either singly or collectively through persons connected with her, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) 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 ALLOCATION OF OPTIONS TO SU PEK FUEN, AN EMPLOYEE OF THE VITROX GROUP AND A PERSON CONNECTED TO CHU JENN WENG
THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Su Pek Fuen, an employee of the VITrox Group who is also the wife of Chu Jenn Weng, options to subscribe for up to 1,000,000 new VITrox Shares under the Proposed ESOS, provided that at the point the options are offered to Su Pek Fuen, her allocation is not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total VITrox Shares made available under the Proposed ESOS if she either singly or collectively through persons connected with her, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) 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

HOW WEE LING (MAICSA 7033850)
OOI EAN HOON (MAICSA 7057078)
Secretaries
Penang

16 January 2014

Notes:

1. For the purpose of determining a member who shall be entitled to attend and vote at the Extraordinary General Meeting, the Company shall be requesting the Record of Depositors as at 17 February 2014. Only a depositor whose name appears on the Record of Depositors as at 17 February 2014 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
2. A member shall be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. 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. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. 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 if holds. The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised. The instrument appointing a proxy must be deposited at the Registered Office, 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang, Malaysia not less than forty-eight (48) hours before the time appointed for holding of the Meeting or any adjournments thereof.