

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Ahmad Zaki Resources Berhad ("AZRB" or the "Company") will be held at Taming Sari 3, Ground Floor, The Royale Chulan Kuala Lumpur, 5 Jalan Conlay, 50450 Kuala Lumpur on Monday, 17 March 2014 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications as shall be determined upon at such meeting:-

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF AZRB VIA THE CANCELLATION OF RM0.25 OF THE PAR VALUE OF EACH EXISTING ORDINARY SHARE OF RM0.50 EACH IN AZRB ("PROPOSED PAR VALUE REDUCTION")

"THAT subject to the sanction of the High Court of Malaya for the Proposed Par Value Reduction, the passing of Special Resolution 2 and the approvals of all relevant authorities and parties (if required) being obtained, approval be and is hereby given to the Company and the Board of Directors of the Company ("Board") to reduce the Company's issued and paid-up share capital of 276,942,189 ordinary shares of RM0.50 each via cancellation of RM0.25 from the par value of each ordinary share of the Company of RM0.50 each under Section 64(1) of the Companies Act, 1965 with the credit arising from such reduction and cancellation to be utilised to eliminate the accumulated losses of the Company and the balance, if any, to be credited as capital reserves of the Company;

AND THAT following the Proposed Par Value Reduction, approval be and is hereby given for the Company to change the par value of each ordinary share of the Company from RM0.50 to RM0.25 and that 276,942,189 ordinary shares be credited as fully paid 276,942,189 ordinary shares of RM0.25 each;

AND FURTHER THAT the Board be and is hereby empowered and authorised to do all such acts, deeds and things to enter into such transactions and arrangements, to execute, sign and deliver on behalf of the Company all such documents and/or agreements and to take all such steps as they think fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Par Value Reduction with full power to make, assent to and/or effect any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant authorities and parties or consequent upon the implementation of the said conditions, modifications, variations and/or amendments."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENTS TO M&A")

"THAT subject to the passing of Special Resolution 1, the sanction of the High Court of Malaya pursuant to Section 64(1) of the Companies Act, 1965 for the purpose of the Proposed Par Value Reduction and the approvals of all other relevant authorities and parties (if required) being obtained, the Board be and is hereby authorised to do all such deeds, acts and things and execute, sign and deliver all documents and to take all such steps for and on behalf of the Company as they may think fit, necessary, expedient, appropriate and/or relevant with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and parties in respect of the Proposed Amendments to M&A to amend, delete, alter, modify and/or add to Clause V of the Memorandum of Association of the Company in the manner as set out below:-"

Existing M&A	Proposed M&A Amendments
Clause V The capital of the Company is RM500,000,000.00 divided into 1,000,000,000 shares of RM0.50 each. The Company shall have the power to increase or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) 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 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.	Clause V The capital of the Company is RM250,000,000.00 divided into 1,000,000,000 shares of RM0.25 each. The Company shall have the power to increase or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) 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 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.

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 207,706,641 NEW ORDINARY SHARES OF RM0.25 EACH IN THE COMPANY ("AZRB SHARES") ("RIGHTS SHARES") TOGETHER WITH UP TO 103,853,320 FREE DETACHABLE WARRANTS ("WARRANTS") AT AN ISSUE PRICE OF RM0.50 PER RIGHTS SHARE ON THE BASIS OF SIX (6) RIGHTS SHARES TOGETHER WITH THREE (3) FREE WARRANTS FOR EVERY EIGHT (8) EXISTING AZRB SHARES HELD AFTER THE PROPOSED PAR VALUE REDUCTION ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT subject to the approval of all relevant authorities, including but not limited to the approval-in-principle of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for all the Rights Shares and all the Warrants to be issued hereunder and all the new AZRB Shares to be issued pursuant to the conversion of the Warrants, being obtained, approval be and is hereby given to the Board to:-

- issue and allot by way of proposed rights issue of up to 207,706,641 Rights Shares together with up to 103,853,320 free Warrants at an issue price of RM0.50 per Rights Share, to be implemented on a renounceable basis of six (6) Rights Shares together with three (3) free Warrants for every eight (8) existing AZRB Shares held after the Proposed Par Value Reduction;
- constitute the Warrants upon the terms and conditions of a deed poll to be executed by AZRB ("Deed Poll"), the principal terms of which are set out in Section 3 of the Circular to Shareholders dated 21 February 2014;
- issue and allot such number of additional Warrants ("Additional Warrants") pursuant to adjustments under the Deed Poll and to adjust from time to time the exercise price of the Warrants as a consequence of the adjustments under the provisions in the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties or otherwise; and
- issue and allot such number of new AZRB Shares credited as fully paid-up arising from the exercise of the Warrants during the tenure of the Warrants, including such appropriate number of AZRB Shares arising from the exercise of the Additional Warrants;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reasons whatsoever shall be made available for excess applications in such manner as the Board shall determine at its absolute discretion;

THAT the Board be and is hereby empowered and authorised to deal with any fractional entitlements of the Rights Shares arising from the Proposed Rights Issue With Warrants in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or think expedient or in the best interest of the Company (including without limitation to disregard such fractional entitlements);

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in Section 6 of the Circular to Shareholders of the Company dated 21 February 2014, and the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities;

THAT the Rights Shares shall, upon allotment and issue, rank pari passu in all respects with the then existing ordinary shares of the Company except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of the Rights Shares;

THAT the new AZRB Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issue, rank pari passu in all respects with the then existing ordinary shares of the Company except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the allotment date of the new AZRB Shares to be issued arising from the exercise of the Warrants;

THAT the Rights Shares, Warrants, Additional Warrants and new AZRB Shares to be issued pursuant to the exercise of the Warrants and Additional Warrants shall be listed on Bursa Securities;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants, Additional Warrants and new AZRB Shares to be issued pursuant to or in connection with the Proposed Rights Issue With Warrants have been fully allotted and issued in accordance with the terms of the Proposed Rights Issue With Warrants as well as the additional warrants to be issued pursuant to the adjustments in accordance with the provisions of the Deed Poll."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE SCHEME OF UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME ("PROPOSED ESS")

"THAT subject to the approval of all relevant authorities, approval be and is hereby given to the Board:-

- to establish, implement and administer the employees' share scheme for the benefit of all eligible employees and Directors ("**Eligible Persons**") and its subsidiaries (excluding subsidiaries which are dormant) ("**AZRB Group**") who fulfills the criteria of eligibility for the participation in the Proposed ESS in accordance with the by-laws of the Proposed ESS ("**By-Laws**"), a draft of which is set out in Appendix II of the Circular to Shareholders dated 21 February 2014;
- to appoint a trustee ("**Trustee**"), (if required to be appointed under the provision of the By-Laws), to facilitate the implementation of the Proposed ESS and authorise the Trustee to (amongst others) to subscribe for and/or purchase ordinary shares of RM0.25 each in the Company for the purpose of the Proposed ESS;
- to provide money or other assistance (financial or otherwise), and/or to authorise and/or procure any one or more of the subsidiaries of the Company, to provide money or other assistance (financial or otherwise) from time to time if required to enable the Trustee to subscribe for and/or purchase AZRB Shares provided that the Company or any subsidiaries of the AZRB Group shall not provide such money or assistance (financial or otherwise) if it would be in breach of any laws of Malaysia and where the lending subsidiary is a foreign corporation, the relevant laws of the place of incorporation of the lending subsidiary;
- to issue and allot from time to time such number of new AZRB Shares as may be required to be issued pursuant to the exercise of options or new AZRB Shares granted under the Proposed ESS, provided always that the total number of AZRB Shares which may be made available under the Proposed ESS and any other employee share issuance scheme to be implemented by the Company shall not in aggregate exceed fifteen percent (15%) of the issued and paid-up share capital of the Company (excluding treasury shares) at any time during the duration of the Proposed ESS and that the new AZRB Shares to be allotted and issued upon the exercise of options or new AZRB Shares granted pursuant to the Proposed ESS shall upon allotment and issuance, rank pari passu in all respects with the existing AZRB Shares provided always that the new AZRB Shares so allotted and issued will not be entitled to any dividends, rights, allotments and/or other distributions declared, the entitlement date of which is prior to the date of allotment of the new AZRB Shares; and
- to extend the duration of the Proposed ESS, to add, modify and/or amend the Proposed ESS and/or the By-Laws from time to time provided that such addition, modification and/or amendments are permitted and effected in accordance with the provision of the By-Laws relating to modification and/or amendments; and to do all such acts, execute all such documents and to enter into all such transactions, arrangement and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed ESS and terms of the By-Laws (with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as they may deem fit and/or as may be required by the relevant authorities);

THAT the Board be and is hereby authorised to give effect to the Proposed ESS with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities;

AND THAT the proposed By-Laws of the Proposed ESS as set out in Appendix II of the Circular to Shareholders dated 21 February 2014 be and is hereby approved."

ORDINARY RESOLUTION 3

PROPOSED GRANT OF AWARDS TO RAJA DATO' SERI AMAN BIN RAJA HAJI AHMAD

"THAT subject to the passing of Ordinary Resolution 2 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised at any time, and from time to time, to offer and grant to Raja Dato' Seri Aman Bin Raja Haji Ahmad, the Independent Non-Executive Chairman of the Company, such Awards which give the right to subscribe for new AZRB Shares at a prescribed price upon the vesting of the Award and/or the allotment of AZRB Shares under the Proposed ESS and to allot and issue such number of new AZRB Shares upon the exercise of the Awards, provided always that:

- not more than 75% of the Awards available under the Proposed ESS on any date shall be allocated in aggregate to the senior management and/or Directors of the AZRB Group; and
- not more than 10% of the AZRB Shares available under the Proposed ESS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up capital of AZRB (excluding treasury shares).

(collectively known as "Provisos (a) and (b)")

AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESS."

ORDINARY RESOLUTION 4

PROPOSED GRANT OF AWARDS TO TAN SRI DATO' LAU YIN PIN @ LAU YEN BENG

"THAT subject to the passing of Ordinary Resolution 2 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised at any time, and from time to time, to offer and grant to Tan Sri Dato' Lau Yin Pin @ Lau Yen Beng, the Independent Non-Executive Director of the Company, such Awards which give the right to subscribe for new AZRB Shares at a prescribed price upon the vesting of the Award and/or the allotment of AZRB Shares under the Proposed ESS and to allot and issue such number of new AZRB Shares upon the exercise of the Awards, subject to Provisos (a) and (b).

AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESS."

ORDINARY RESOLUTION 5

PROPOSED GRANT OF AWARDS TO DATUK (PROF.) A RAHMAN @ OMAR BIN ABDULLAH

"THAT subject to the passing of Ordinary Resolution 2 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised at any time, and from time to time, to offer and grant to Datuk (Prof.) A Rahman @ Omar Bin Abdullah, the Independent Non-Executive Director of the Company, such Awards which give the right to subscribe for new AZRB Shares at a prescribed price upon the vesting of the Award and/or the allotment of AZRB Shares under the Proposed ESS and to allot and issue such number of new AZRB Shares upon the exercise of the Awards, subject to Provisos (a) and (b).

AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESS."

ORDINARY RESOLUTION 6

PROPOSED GRANT OF AWARDS TO DATO' HAJI ISMAIL @ MANSOR BIN SAID

"THAT subject to the passing of Ordinary Resolution 2 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised at any time, and from time to time, to offer and grant to Dato' Haji Ismail @ Mansor Bin Said, the Independent Non-Executive Director of the Company, such Awards which give the right to subscribe for new AZRB Shares at a prescribed price upon the vesting of the Award and/or the allotment of AZRB Shares under the Proposed ESS and to allot and issue such number of new AZRB Shares upon the exercise of the Awards, subject to Provisos (a) and (b).

AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESS."

ORDINARY RESOLUTION 7

PROPOSED GRANT OF AWARDS TO DATO' WAN AHMAD FARID BIN WAN SALLEH

"THAT subject to the passing of Ordinary Resolution 2 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised at any time, and from time to time, to offer and grant to Dato' Wan Ahmad Farid Bin Wan Salleh, the Independent Non-Executive Director of the Company, such Awards which give the right to subscribe for new AZRB Shares at a prescribed price upon the vesting of the Award and/or the allotment of AZRB Shares under the Proposed ESS and to allot and issue such number of new AZRB Shares upon the exercise of the Awards, subject to Provisos (a) and (b).

AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESS."

ORDINARY RESOLUTION 8

PROPOSED GRANT OF AWARDS TO DATO' HAJI MUSTAFFA BIN MOHAMAD

"THAT subject to the passing of Ordinary Resolution 2 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised at any time, and from time to time, to offer and grant to Dato' Haji Mustaffa Bin Mohamad, the Executive Director of the Company, such Awards which give the right to subscribe for new AZRB Shares at a prescribed price upon the vesting of the Award and/or the allotment of AZRB Shares under the Proposed ESS and to allot and issue such number of new AZRB Shares upon the exercise of the Awards, subject to Provisos (a) and (b).

AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESS."

ORDINARY RESOLUTION 9

PROPOSED GRANT OF AWARDS TO DATO' SRI HAJI WAN ZAKI BIN HAJI WAN MUDA

"THAT subject to the passing of Ordinary Resolution 2 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised at any time, and from time to time, to offer and grant to Dato' Sri Haji Wan Zaki Bin Haji Wan Muda, the Executive Vice Chairman and major shareholder of the Company, such Awards which give the right to subscribe for new AZRB Shares at a prescribed price upon the vesting of the Award and/or the allotment of AZRB Shares under the Proposed ESS and to allot and issue such number of new AZRB Shares upon the exercise of the Awards, subject to Provisos (a) and (b).

AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESS."

ORDINARY RESOLUTION 10

PROPOSED GRANT OF AWARDS TO DATO' WAN ZAKARIAH BIN HAJI WAN MUDA

"THAT subject to the passing of Ordinary Resolution 2 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised at any time, and from time to time, to offer and grant to Dato' Wan Zakariah Bin Haji Wan Muda, the Managing Director of the Company and a person connected to Dato' Sri Haji Wan Zaki Bin Haji Wan Muda, a Director and major shareholder of the Company, such Awards which give the right to subscribe for new AZRB Shares at a prescribed price upon the vesting of the Award and/or the allotment of AZRB Shares under the Proposed ESS and to allot and issue such number of new AZRB Shares upon the exercise of the Awards, subject to Provisos (a) and (b).

AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESS."

ORDINARY RESOLUTION 11

PROPOSED GRANT OF AWARDS TO DATO' W ZULKIFLI BIN HAJI W MUDA

"THAT subject to the passing of Ordinary Resolution 2 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised at any time, and from time to time, to offer and grant to Dato' W Zulkifli Bin Haji W Muda, the Executive Director of the Company, and a person connected to Dato' Sri Haji Wan Zaki Bin Haji Wan Muda, a Director and major shareholder of the Company, such Awards which give the right to subscribe for new AZRB Shares at a prescribed price upon the vesting of the Award and/or the allotment of AZRB Shares under the Proposed ESS and to allot and issue such number of new AZRB Shares upon the exercise of the Awards, subject to Provisos (a) and (b).

AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESS."

ORDINARY RESOLUTION 12

PROPOSED GRANT OF AWARDS TO WAN RAMZI BIN HAJI WAN MUDA

"THAT subject to the passing of Ordinary Resolution 2 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised at any time, and from time to time, to offer and grant to Wan Ramzi Bin Haji Wan Muda, the Project Coordinator of the Company and being a person connected to Dato' Sri Haji Wan Zaki Bin Haji Wan Muda, the Director and major shareholder of the Company, such Awards which give the right to subscribe for new AZRB Shares at a prescribed price upon the vesting of the Award and/or the allotment of AZRB Shares under the Proposed ESS and to allot and issue such number of new AZRB Shares upon the exercise of the Awards, subject to Provisos (a) and (b).

AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESS."

ORDINARY RESOLUTION 13

PROPOSED GRANT OF AWARDS TO WAN AZWAN SHAH BIN WAN ZAKI

"THAT subject to the passing of Ordinary Resolution 2 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised at any time, and from time to time, to offer and grant to Wan Azwan Shah Bin Wan Zaki, the Manager of Corporate Support Service of the Company and being a person connected to Dato' Sri Haji Wan Zaki Bin Haji Wan Muda, the Director and major shareholder of the Company, such Awards which give the right to subscribe for new AZRB Shares at a prescribed price upon the vesting of the Award and/or the allotment of AZRB Shares under the Proposed ESS and to allot and issue such number of new AZRB Shares upon the exercise of the Awards, subject to Provisos (a) and (b).

AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESS."

ORDINARY RESOLUTION 14

PROPOSED GRANT OF AWARDS TO DATO' HAJI ROSLAN BIN TAN SRI JAFFAR

"THAT subject to the passing of Ordinary Resolution 2 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised at any time, and from time to time, to offer and grant to Dato' Haji Roslan Bin Tan Sri Jaffar, the Chief Operating Officer of the Company and being a person connected to Dato' Sri Haji Wan Zaki Bin Haji Wan Muda, the Director and major shareholder of the Company, such Awards which give the right to subscribe for new AZRB Shares at a prescribed price upon the vesting of the Award and/or the allotment of AZRB Shares under the Proposed ESS and to allot and issue such number of new AZRB Shares upon the exercise of the Awards, subject to Provisos (a) and (b).

AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESS."

By Order of the Board

Haji Bahari bin Johari (LS 0008773)
Seuhalley binti Shamsudin (MAICSA 7046575)
Wong Maw Chuan (MIA 7413)
Company Secretaries

Kuala Lumpur
21 February 2014

Notes:-

- A member of the Company shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and where the member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his/her holdings to be presented by each proxy. A proxy may but need not be a member of the Company and the provision of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company.*
- 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") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.*
- The instrument appointing a proxy must be completed, signed and deposited at the office of the Share Registrar, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, not less than forty-eight (48) hours before the time set for the meeting or at any adjournment thereof.*
- In respect of deposited securities, only members whose names appear on the Record of Depositors as at 10 March 2014 shall be eligible to attend, speak and vote at the EGM or appoint proxy(ies) to attend and/or vote on his/her behalf.*