

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Furniweb Industrial Products Berhad ("FIPB" or "Company") will be held at Arcadia I, Level 3, Hotel Armada Petaling Jaya, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 14 April 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 modifications:

**ORDINARY RESOLUTION 1**

**PROPOSED JOINT VENTURE WITH ALMAHARTA SDN BHD ("ASB") IN CONNECTION WITH THE DEVELOPMENT OF A PARCEL OF LEASEHOLD LAND HELD UNDER PN 45266, LOT 141, SECTION 88, TOWN AND DISTRICT OF KUALA LUMPUR AND STATE OF WILAYAH PERSEKUTUAN KUALA LUMPUR MEASURING APPROXIMATELY 15,033 SQUARE METRES INTO A RESIDENTIAL DEVELOPMENT ("PROPOSED JV")**

"**THAT**, subject to the passing of Ordinary Resolution 2, approvals of all relevant parties and/or authorities being obtained (where required) and the conditions precedent in the JVA being fulfilled or waived (as the case may be), approval be and is hereby given to the Company to undertake the Proposed JV with ASB (details of which has been set out in the Circular to Shareholders dated 31 March 2014) upon the terms and conditions as stipulated in a joint venture agreement entered into between Premier Gesture Sdn Bhd ("PGSB"), Premier De Muara Sdn Bhd ("PDMBSB") and ASB and a shareholders' agreement entered into between PGSB and ASB respectively, both dated 31 December 2013.

**AND THAT** the Board of Directors of the Company ("**Board**") be and is hereby authorised and empowered to take all such steps and to execute and deliver and/or cause to be executed and delivered all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments, confirmations, declarations and/or guarantees to any party or parties, as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed JV with full powers to negotiate, approve, agree and/or consent to any conditions, modifications, revaluations, variations and/or amendments as may be required by the relevant authorities and to do all such things as it may consider necessary or expedient or in the best interest of the Company."

**ORDINARY RESOLUTION 2**

**PROPOSED DIVERSIFICATION OF PRINCIPAL ACTIVITIES TO INCLUDE PROPERTY DEVELOPMENT ("PROPOSED DIVERSIFICATION")**

"**THAT** subject to the passing of Ordinary Resolution 1, approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Company to diversify the existing core business of FIPB and its subsidiaries to include property development.

**AND THAT** the Board be and is hereby authorised to do all such acts, deed and things as are necessary to give full effect to the Proposed Diversification with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by the relevant authorities and to do all such acts and things in any manner as it may consider necessary or expedient to implement, finalise and give full effect to the Proposed Diversification."

**ORDINARY RESOLUTION 3**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 54,445,440 NEW ORDINARY SHARES OF RM0.50 EACH IN FIPB ("FIPB SHARES") ("RIGHTS SHARES") AT AN ISSUE PRICE OF RM0.55 PER RIGHTS SHARE, ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY FIVE (5) EXISTING FIPB SHARES HELD TOGETHER WITH UP TO 54,445,440 FREE DETACHABLE NEW WARRANTS IN FIPB ("WARRANTS") ON THE BASIS OF ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED FOR ("PROPOSED RIGHTS ISSUE WITH WARRANTS")**

"**THAT** subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2, approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Board for the following:

- (i) to provisionally allot and issue by way of a renounceable rights issue of up to 54,445,440 Rights Shares at the issue price of RM0.55 per Rights Share on the basis of three (3) Rights Shares for every five (5) existing FIPB Shares held together with up to 54,445,440 Warrants on the basis of one (1) Warrant for every one (1) Rights Share subscribed for, to the 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, wherein each of Warrant shall carry the right to subscribe, subject to any adjustment in accordance with a deed poll ("**Deed Poll**") to be executed by the Company, at any time during the exercise period, for one (1) new FIPB Share at the exercise price of RM0.75;
- (ii) enter into the Deed Poll with full powers to assent to any condition, modification, revaluation, variation and/or amendments (if any) as the Board may deem fit, necessary and/or expedient or as may be imposed by the relevant authorities and to take all steps as it may consider necessary in order to implement, finalise and give full effect to the Deed Poll subject to all provisions and adjustments contained therein;
- (iii) to allot and issue such number of new FIPB 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 FIPB 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 from the relevant authorities;
- (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 FIPB Shares which may from time to time be allotted and issued upon exercise of the Warrants; and
- (vi) enter into any underwriting agreement(s) for the underwriting of any part of the Proposed Rights Issue with Warrants and/or the Rights Shares and all other documents, agreements and/or arrangements in connection with the underwriting of the Proposed Rights Issue with Warrants and/or the Rights Shares with such parties and upon such terms and conditions as the Board may deem fit.

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

**THAT** the proceeds from the Proposed Rights Issue with Warrants be utilised for the purposes as set out in the Circular to Shareholders dated 31 March 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 to the approvals of the relevant authorities, where earmarked by the Company for property development expenditure in respect of the Proposed JV and/or other future development of projects to be identified and/or repay any borrowings undertaken to fund such development shall not be utilised by the Company for any alternative purpose(s) until and unless the Board has identified an alternative property development or joint venture or other transaction to be undertaken and such development, joint venture or other transaction has (where required) been approved by the shareholders of the Company in general meeting;

**THAT** the Rights Shares and the new FIPB Shares arising from the exercise of the Warrants will, upon allotment and issuance, rank *pari passu* in all respects with the existing FIPB Shares, save and except that the new FIPB 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 distributions that may be declared, made or paid prior to the relevant date of allotment and issuance of the said new FIPB Shares;

**THAT** the Rights Shares and Warrants and new FIPB Shares to be issued pursuant to the exercise of the Warrants shall be listed on the Main Market of Bursa Malaysia Securities Berhad;

**THAT** the Board be and is hereby authorised to do all such acts, deed and things and execute, sign, deliver and cause to be delivered on behalf of the Company all such transactions, arrangements, agreements and/or documents as may be necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the interest of the Company or as may be required by the relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to do all such acts and things in any manner as it may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants;

**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 pursuant to the adjustments under the Deed Poll and new FIPB Shares to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants."

By Order of the Board

**YEOH CHONG KEAT** (MIA 2736)

**LIM FEI CHIA** (MAICSA 7036158)

Secretaries

31 March 2014

**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 8 April 2014 shall be eligible to attend, speak and vote at this meeting.
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 (the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply).
3. To be valid, the original proxy form, duly completed must be deposited at the registered office of Furniweb Industrial Products Berhad at Suite 11.1A, Level 11, Menara Weid, 76 Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
4. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at this meeting. Where a member appoints two (2) proxies, he/she shall specify the proportions of his/her shareholdings to be represented by each proxy failing which, the appointment shall be invalid.
5. Where a member is an exempt authorised nominee 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. If the appointor is a corporation, this proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.