



MATRIX CONCEPTS HOLDINGS BERHAD
(Company No. 414615-U)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of Matrix Concepts Holdings Berhad ("MCHB" or the "Company") will be held at Rasah Room, The Royale Bintang Resort & Spa Seremban, Jalan Dato' A.S. Dawood, 70100 Seremban, Negeri Sembilan, Malaysia on Wednesday, 18 June 2014 at 10.45 a.m. or immediately upon the conclusion, or the adjournment (as the case may be) of the Company's 17th Annual General Meeting which will be held at the same venue and on the same day at 10.30 a.m. or any adjournment thereof, whichever is later for the purpose of considering and if thought fit, passing the following ordinary resolutions, with or without modification:

ORDINARY RESOLUTION 1

PROPOSED SHAREHOLDERS' RATIFICATION OF RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RATIFICATION")

"**THAT** all the recurrent related party transactions of a revenue or trading nature entered into by the Company and/or its subsidiaries from 28 May 2013, being the date of listing of the Company until the date of the EGM of the Company as set out in Appendix I(I) of Part A of the Circular to Shareholders dated 26 May 2014, which were necessary for its day-to-day operations and carried out in the ordinary course of business on terms which were not more favourable to the Related Parties than those generally available to the public and were not detrimental to the minority shareholders of the Company, be and are hereby approved and ratified;

AND THAT all the actions taken and the execution of all necessary documents by the Directors of the Company as considered expedient or deemed fit in the interest of the Company, be and are hereby approved and ratified."

ORDINARY RESOLUTION 2

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED MANDATE")

"**THAT** approval be and is hereby given pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad for the Company and its subsidiaries to enter into the recurrent transactions of a revenue or trading nature, all as set out in Appendix I(II) of Part A of the Circular to Shareholders dated 26 May 2014 with the related parties mentioned therein which are necessary for the MCHB Group's day-to-day operations, provided that:

- (i) the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (ii) disclosure of the aggregate value of the transactions conducted during a financial year will be disclosed in the annual report for the said financial year,

THAT the authority conferred by the new mandate shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the EGM at which the Proposed Mandate is approved, at which time they will lapse, unless by a resolution passed at the next AGM the mandates are renewed;
- (ii) the expiration of the period within which the next AGM of the Company after the forthcoming EGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the Proposed Mandate."

ORDINARY RESOLUTION 3

PROPOSED BONUS ISSUE OF UP TO 152,881,850 NEW ORDINARY SHARES OF RM1.00 EACH IN MCHB ("MCHB SHARES") ("BONUS SHARES") TO BE CREDITED AS FULLY PAID-UP, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) EXISTING MCHB SHARES HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE")

"**THAT**, subject to approval being obtained from all relevant authorities, approval be and is hereby given for the Company to increase the issued and paid-up share capital of the Company by way of a bonus issue of up to 152,881,850 new MCHB Shares by capitalising the sum of up to RM152,881,850 from the share premium account and/or retained profits of the Company and that the same be applied in making payment in full at par for up to 152,881,850 Bonus Shares in the share capital of the Company;

THAT such Bonus Shares be allotted, distributed and credited as fully paid-up to the registered shareholders of MCHB whose names appear in the Record of Depositors ("Entitled Shareholders") at the close of the business on an entitlement date to be determined and announced later by the Directors of the Company ("Entitlement Date"), on the basis of one (1) Bonus Share for every two (2) existing MCHB Shares held by the Entitled Shareholders on the Entitlement Date;

THAT fractional entitlements arising from the Proposed Bonus Issue, if any, shall be dealt with in such a manner as the Board shall in their absolute discretion deem fit and expedient in the best interest of the Company;

THAT such Bonus Shares to be issued pursuant to the Proposed Bonus Issue shall, upon allotment and issuance, rank pari passu in all respects with the then existing MCHB Shares, except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, that may be declared by the Company prior to the date of allotment of such number of Bonus Shares pursuant to the Proposed Bonus Issue, as the case may be;

AND THAT the Directors of the Company be and are hereby authorised:

- (i) to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such documents and/or agreements as may be necessary to give effect to and complete the Proposed Bonus Issue; and
- (ii) to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary and in the interest of the Company and to take steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue."

By Order of the Board

LOO KAH BOON (MAICSA 0784630)
HOH LEONG CHING (MAICSA 7006654)

Company Secretaries
Seremban,
Negeri Sembilan
26 May 2014

Notes:

1. For the purpose of determining a member who shall be entitled to attend and vote at the EGM, the Company shall be requesting the Record of Depositors as at 11 June 2014. Only a depositor whose name appears on the Record of Depositors as at 11 June 2014 shall be entitled to attend the said meeting or appoint proxies to attend and vote in his/her stead.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy and the provisions of Sections 149(1)(a) and (b) of the Companies Act 1965, shall not apply.
3. Where a member appoints more than one (1) proxy to attend at the same meeting the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member is an exempt authorised nominee as defined under the Central Depositories Act, which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account ("omnibus account") it may appoint multiple proxies in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if the appointor is a corporation either under its common seal or under the hand of an officer or attorney duly authorized.
6. The Proxy Form must be deposited at the Company's Share Registrar, Bina Management (M) Sdn Bhd at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.