



MATRIX CONCEPTS HOLDINGS BERHAD

(Company No. 414615-U)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting ("17th AGM") 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 10.30 am. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. [(Please refer to Explanatory Note(ii))
(Ordinary Resolution 1)]
- To approve the payment of Directors' fees of RM113,000 for the financial year ended 31 December 2013 (Ordinary Resolution 2)
- To re-elect the following Directors retiring in accordance with Article 97 and 103 of the Company's Articles of Association: (Ordinary Resolution 3)
(Ordinary Resolution 4)
 - Dato' Lee Tian Hock
 - Dato' Firdaus Muhammad Rom Bin Harun
 - Salmah Binti Sharif
- To re-appoint Messrs Wong Weng Foo & Co as Auditors of the Company and to authorize the Board of Directors to fix their remuneration. (Ordinary Resolution 5)

AS SPECIAL BUSINESS

- To approve the proposed allocation of share options under the Employees Share Option Scheme ("ESOS") to Salmah Binti Sharif (Ordinary Resolution 6)

"THAT the Board of Directors be hereby authorized at any time during the duration of the ESOS to offer and to grant to Salmah Binti Sharif, the Independent Non-Executive Director of the Company, options to subscribe for up to a maximum of 500,000 new ordinary shares of the Company under the ESOS, and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws of the ESOS"
- To grant authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965 (Ordinary Resolution 7)

"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- To transact any other business of which due notice shall have been given.

By Order of the Board

LOO KAH BOON (MAICSA 0784630)

HOH LEONG CHING (MAICSA 7006654)

Company Secretaries

26 May 2014

Seremban

Negeri Sembilan

Notes:

- For the purpose of determining a member who shall be entitled to attend and vote at the 17th AGM, 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.
- 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(i)(a) and (b) of the Companies Act, 1965 shall not apply.
- 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.
- Where a member is an exempt authorized 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.
- 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.
- 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.

Explanatory notes on Ordinary and Special Business:-

i) Item 1 of the Agenda

This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the audited financial statement. Hence this Agenda is not put forward for voting.

ii) Ordinary Resolution 1 - Payment of Directors' Fees

The proposed Ordinary Resolution 1 is to approve the payment of Directors' Fees to Non-Executive Directors of the Company for the financial year ended 31 December 2013.

iii) Ordinary Resolutions 2 to 4 - Re-election of Directors

Pursuant to Article 97 of the Articles of Association of the Company which denotes that, one-third (1/3) of the Directors for the time being of the Company, or if their number is not three (3) or multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election.

Dato' Lee Tian Hock and Dato' Firdaus Muhammad Rom Bin Harun are due for retirement in pursuance of Article 97 and being eligible, have offered themselves for re-election.

Pursuant to Article 103 of the Articles of Association of the Company which denotes that, any Director so appointed either to fill a casual vacancy or as an addition to the existing Directors, shall hold office only until the next following Annual General Meeting of the Company and shall then, be eligible for re-election.

Puan Salmah Binti Sharif was appointed during the financial year ended 31 December 2013 and in pursuance of the above Article 103, her office shall end at the close of the 17th AGM. She is eligible for re-election and has indicated her willingness to be re-elected as a Director of the Company.

The proposed Ordinary Resolutions 2 to 4 are to re-elect the abovementioned Directors pursuant to the aforesaid Article 97 and 103 respectively.

iv) Ordinary Resolution 5 - Re-appointment of Auditors

A company at each general meeting shall appoint a person to be the Auditors of the company and any Auditors so appointed shall hold office until the conclusion of the next annual general meeting of the company. Messrs Wong Weng Foo & Co, the Auditors of the Company have consented to be re-appointed as Auditors of the Company for the financial year ending 31 December 2014. The Board of Directors has reviewed their suitability and independence and has recommended that they be retained.

v) Ordinary Resolution 6 - Proposed Allocation of Share Options under the Employees Share Option Scheme ("ESOS") to a Director

The proposed Ordinary Resolution 6 is made pursuant to the ESOS which had been approved by the shareholders of the Company at an Extraordinary General Meeting held on 1 April 2013 ("EGM"). The ESOS was implemented on 28 May 2013 and is in force for a maximum period of five (5) years from the effective date. The shareholders at the EGM had also approved the allocation of options and/or grant of options to the Directors of the Company for subscribing up to a maximum of new one million (1,000,000) MCHB shares. The maximum number of ordinary shares of RM1.00 each in the Company available under the ESOS should not exceed 10% of the total number of issued and paid-up capital of the Company at any point of time during the duration of the ESOS.

The proposed Ordinary Resolution 6 is to approve the allocation of options to subscribe for up to a maximum of 500,000 new ordinary shares of the Company under the ESOS to Puan Salmah Binti Sharif, the Independent Non-Executive Director of the Company, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws of the ESOS. Therefore, any terms as defined in the By-Laws which are mentioned in the Ordinary Resolution 6 or this explanatory note shall have the same meaning herein.

Puan Salmah Binti Sharif had abstained and will continue to abstain from deliberating and voting on any subject matter pertaining to the ESOS and her entitlement under the ESOS at the Board meeting and will continue to abstain from voting in respect of her direct and/or indirect shareholdings in MCHB (if any) on the resolution pertaining to proposed allocation to her under the ESOS to be tabled at this Annual General Meeting. Puan Salmah Binti Sharif shall also ensure that persons connected to her will abstain from voting in respect of their direct and/or indirect shareholdings in MCHB (if any) on the resolution approving the proposed allocation to her under the ESOS to be tabled at this Annual General Meeting.

vi) Ordinary Resolution 7 - Authority to issue shares

The proposed Ordinary Resolution 7 is primarily to give authority to the Board of Directors to allot and issue up to 10% of the issued capital at any time in their absolute discretion and for such purpose as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issuance of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issuance of new shares even though the number involved may be less than 10% of the issued capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of shares when the needs may arise during the financial year, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purpose.