

NOTICE OF EXTRAORDINARY GENERAL MEETING II

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting II of Narra Industries Berhad ("the Company") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Tuesday, 17 June 2014 at 11.15 a.m. or if later, upon the conclusion of the forthcoming Extraordinary General Meeting I of Narra to be held at the same venue at 10.30 a.m. on the same day, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following motions:

ORDINARY RESOLUTION 1**- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH HONG LEONG COMPANY (MALAYSIA) BERHAD ("HLCM") AND PERSONS CONNECTED WITH HLCM**

"THAT, subject to the completion of the Proposed Acquisitions as defined in the Definitions section of the Circular to Shareholders dated 26 May 2014 ("Circular"), approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as disclosed in Section 2.3(A) of the Circular with HLCM and persons connected with HLCM ("Hong Leong Group") provided that:

- (i) such transactions are undertaken in the ordinary course of business, on commercial terms which are not more favourable to the Hong Leong Group than those generally available to and/or from the public, where applicable, and are not, in the Company's opinion, detrimental to the minority shareholders; and
- (ii) such approval, unless revoke or varied by the Company in a general meeting, shall continue in force until the conclusion of the next Annual General Meeting of the Company;

AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution."

ORDINARY RESOLUTION 2**- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH HONG BEE HARDWARE COMPANY, SDN BERHAD ("HONG BEE HARDWARE")**

Proposed ordinary motion is the same as Ordinary Resolution 1 above except that (a) the recurrent related party transactions are as disclosed in Section 2.3(B) of the Circular to Shareholders dated 26 May 2014; and (b) the Related Party is "Hong Bee Hardware".

ORDINARY RESOLUTION 3**- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH HONG LEONG INVESTMENT HOLDINGS PTE. LTD. ("HLIH") AND PERSONS CONNECTED WITH HLIH**

Proposed ordinary motion is the same as Ordinary Resolution 1 above except that (a) the recurrent related party transactions are as disclosed in Section 2.3(B) of the Circular to Shareholders dated 26 May 2014; and (b) the Related Party is "HLIH and persons connected with HLIH".

ORDINARY RESOLUTION 4**- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH PUTRAJAYA PERDANA BERHAD ("PPB") AND ITS SUBSIDIARIES**

Proposed ordinary motion is the same as Ordinary Resolution 1 above except that (a) the recurrent related party transactions are as disclosed in Section 2.3(B) of the Circular to Shareholders dated 26 May 2014; and (b) the Related Party is "PPB and its subsidiaries".

By Order of the Board

Joanne Leong Wei Yin
Valerie Mak Mew Chan
Company Secretaries

Kuala Lumpur
26 May 2014

Notes:

For the purpose of determining members' eligibility to attend this meeting, only members whose names appear in the Record of Depositors as at 11 June 2014 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on their behalf.

Save for a member who is exempt authorised nominee, a member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. 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. A member who is an authorised nominee may appoint not more than two proxies in respect of each securities account it holds. A member who is an exempt authorised nominee for multiple beneficial owners in one securities account ("Omnibus Account") may appoint any number of proxies in respect of the Omnibus Account.

Where two or more proxies are appointed, the proportions of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which the appointments shall be invalid.

The Form of Proxy must be deposited at the Registered Office of the Company at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding of the meeting or adjourned meeting.

Explanatory Note:

The proposed ordinary resolutions, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Enlarged Narra Group, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to and/or from the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company.