

VOIR HOLDINGS BERHAD

(765218-V)

(Incorporated In Malaysia)

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting of the Company will be held at **Perdana 1 Room, 1st Floor, Bukit Jalil Golf & Country Resort**, Jalan 3/155 B, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 26 June 2014 at 10.00 a.m. for the following purposes:

AGENDA

Ordinary Business

- To receive the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2013. (Note 2)
- To re-elect the following Directors who retire by rotation in accordance with Article 89 of the Company's Articles of Association:
 - Ham Hon Kit (Resolution 1)
 - Lee Yuet Sum (Resolution 2)
 - Shaari Bin Haron (Resolution 3)
- To re-appoint Leow Bock Lim as a Director of the Company to hold office until the conclusion of the next Annual General Meeting pursuant to Section 129(6) of the Companies Act 1965. (Resolution 4)
- To approve the payment of directors' fees of RM162,000 in respect of the financial year ended 31 December 2013. (Resolution 5)
- To re-appoint Messrs HLB Ler Lum as the Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)

Special Business

To consider and if thought fit, to pass the following resolutions:

- ORDINARY RESOLUTION**
AUTHORITY TO DIRECTORS TO ISSUE SHARES
"THAT pursuant to Section 132D of the Companies Act, 1965, the Articles of Association of the Company and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next annual general meeting." (Resolution 7)
- ORDINARY RESOLUTION**
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS
"THAT approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for its day-to-day operations and with those related parties as detailed in paragraph 2.2 of the Circular to Shareholders of the Company dated 3 June 2014 ("Related Parties") provided that such transactions are undertaken in the ordinary course of business and on normal commercial terms which are consistent with the Group's business practices and policies, and on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to the interest of the minority shareholders of the Company.
THAT authority conferred by this ordinary resolution shall continue to be in force until:
 - the conclusion of the next annual general meeting of the Company at which time it will lapse, unless renewed by a resolution passed by the shareholders of the Company in a general meeting; or
 - the expiration of the period within which the next annual general meeting of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act 1965); or
 - revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.AND THAT the Directors of the Company be authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this ordinary resolution." (Resolution 8)
- To transact any other business for which due notice shall have been given.

By Order of the Board

CHIN LI THING (MAICSA 7044467)

Company Secretary

Kuala Lumpur, 3 June 2014

Notes:

- Proxy**
 - Only members whose names appear in the Record of Depositors on 19 June 2014 shall be eligible to attend the Meeting.
 - A member entitled to attend and vote shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
 - A proxy may but need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
 - In the case of a corporate member, the instrument appointing a proxy shall be either (a) under its common seal; or (b) signed by its attorney or an authorised officer on behalf of the corporation and supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
 - Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one 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.
 - The instrument appointing a proxy shall be deposited at the registered office of the Company situated at B-3-9, 3rd Floor, Block B, Megan Avenue II, No. 12, Jalan Yap Kwan Seng, 50450 Kuala Lumpur, not less than forty eight (48) hours before the time appointed for holding the meeting.
- Agenda Item No. 1**

This Item of the Agenda is meant for discussion only. The provisions of Section 169 of the Companies Act, 1965 require that the Directors' Report and the Audited Financial Statements be laid before the Company at its Annual General Meeting. As such, this Agenda item is not put forward for voting.
- Resolution 4**
Re-appointment of Director

The proposed resolution 4 is to seek shareholders' approval for the re-appointment of Director who is of the age of 70 and above. This resolution must be passed by a majority of not less than three-fourth of such Members of the Company as being present and entitled to vote in person or where proxies are allowed, by proxy at the Annual General Meeting ("AGM") of the Company. If passed, it will enable the Director to hold office until the next AGM of the Company.

Explanatory Notes on Special Business

- Resolution 7**
Authority to Directors to issue shares

The proposed resolution 7, if passed, will empower the Directors of the Company to issue shares in the Company up to an amount not exceeding ten per centum (10%) of the issued share capital of the Company for the time being for such purpose as they considered would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.

The general mandate sought for issue of shares is a renewal of the mandate that was approved by the shareholders on 26 June 2013. The Company did not utilise the mandate that was approved last year.

The renewal of the general mandate is to provide flexibility to the Company to issue new shares for possible fund raising exercise, including but not limited to placement of shares, for the purpose of funding investment projects, working capital and/or acquisitions as the Directors may deem fit without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time.

- Resolution 8**
Proposed renewal of shareholders' mandate for recurrent related party transactions

The proposed resolution, if passed, will authorise the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for its day-to-day operations and with those Related Parties as detailed in paragraph 2.2 of the Circular to Shareholders of the Company dated 3 June 2014 provided that such transactions are undertaken in the ordinary course of business and on normal commercial terms which are consistent with the Group's business practices and policies, and on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to the interest of the minority shareholders of the Company.

Details on the proposal are set out in the Circular to Shareholders dated 3 June 2014 which is circulated together with the 2013 Annual Report.

STATEMENT ACCOMPANYING NOTICE OF SEVENTH ANNUAL GENERAL MEETING

Further details of Directors who are standing for re-election as Directors:

The profiles of the Directors who are standing for re-election at the Seventh Annual General Meeting are set out in the Profile of Directors of this Annual Report. Their shareholdings in the Company and its subsidiaries are set out in the Analysis of Shareholdings of this Annual Report.