



**SINOTOP HOLDINGS BERHAD (114842-H)**  
(Incorporated in Malaysia)

**NOTICE OF THE THIRTIETH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Thirtieth Annual General Meeting of the Company will be held at Tawau Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on 27 June 2014 at 3.00 p.m. for the following business:

<b>AGENDA</b>	<b>Resolution No.</b>
1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2013 together with the Directors' and Auditors' Reports thereon.	
2. To re-elect the following Directors who retire in accordance with Article 77 of the Company's Articles of Association:	
(a) Mr. Pan Ding	1
(b) Encik Wan Kamarul Zaman Bin Wan Yaacob	2
3. To appoint Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	3
4. As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:	
<b>ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES</b>	4
"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being."	
5. To transact any other business for which due notice shall have been given.	

BY ORDER OF THE BOARD

**KANG SHEW MENG**  
**SEOW FEI SAN**  
Secretaries

Petaling Jaya  
5 June 2014

**Notes:**

**(i) Proxy**

1. Only depositors whose names appear in the Record of Depositors as at 20 June 2014 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at 802, 8th Floor, Block C, Kelana Square, Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for the meeting.
4. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. The provision of Section 149(c) of the Companies Act, 1965 shall apply to the Company.
5. Where a member appoints more than one proxy (subject always to a maximum of two (2) proxies at each meeting), the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
6. In the case of a corporate member, the instrument appointing a proxy must be executed under its Common Seal or under the hand of its attorney.
7. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
8. Where a member of the Company is an Exempt Authorised Nominee 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.
9. Any alteration in this form must be initialed.

**(ii) Explanatory Notes on Special Business**

➤ **Ordinary Resolution No. 4**

The proposed Ordinary Resolution 4, if passed, will empower the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Twenty Ninth Annual General Meeting held on 28 June 2013 and which will lapse at the conclusion of the Thirtieth Annual General Meeting.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.