



KULIM (MALAYSIA) BERHAD

(Company No. 23370-V)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Kulim (Malaysia) Berhad ("Kulim" or the "Company") is scheduled to be held at Bilik Permata 3, Level B2, The Puteri Pacific Hotel Johor Bahru, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor, Malaysia on Tuesday, 24 June 2014 at 12.00 p.m., or immediately after the conclusion or any adjournment thereof of the 39th Annual General Meeting of Kulim which will be held at 11.30 a.m. at the same venue, on the same day, whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED LISTING OF E.A. TECHNIQUE (M) BERHAD ("E.A. TECHNIQUE"), AN INDIRECT SUBSIDIARY COMPANY OF KULIM HELD THROUGH SINDORA BERHAD, A WHOLLY-OWNED SUBSIDIARY COMPANY OF KULIM ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") ("PROPOSED LISTING")

"THAT, subject to the approvals of the relevant authorities being obtain for the purpose of the exercise contemplated, approval be and is hereby given for the Company for the admission of E.A. Technique to the Official List of Bursa Securities and the listing of and quotation for its entire enlarged issued and paid-up share capital of RM126,000,000 comprising 504,000,000 ordinary shares of par value RM0.25 each in E.A. Technique ("E.A. Technique Shares") on the Main Market of Bursa Securities pursuant to the Proposed Listing as set out in Section 2 of the circular to shareholders of the Company dated 9 June 2014 ("Circular");

AND THAT, the Directors of the Company be and are hereby empowered and authorised with full powers to take all steps and do all such acts and matters as they may consider necessary or expedient in the best interests of Kulim and its subsidiaries (collectively, the "Kulim Group") to give full effect to and complete the Proposed Listing with full powers to give effect or assent to any condition, modification, variation and/or amendment as may be required or permitted by the relevant authorities or deemed necessary by the Directors of the Company in the best interests of the Kulim Group."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION AND ISSUANCE OF NEW E.A. TECHNIQUE SHARES TO AHAMAD MOHAMAD

"THAT, subject to the passing of Ordinary Resolution 1 above, and subject to the approval and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to allocate 500,000 new E.A. Technique Shares to Ahamad Mohamad, the Managing Director of the Company, pursuant to the proposed allocation of new E.A. Technique Shares to the eligible Directors of Kulim pursuant to the Proposed Listing ("Proposed Allocation") as set out in the Circular;

AND THAT, the Directors of the Company be and are hereby authorised to give full effect to the proposed allocation of new E.A. Technique Shares to Ahamad Mohamad with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interest of the Company, and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the proposed allocation of new E.A. Technique Shares to Ahamad Mohamad, as part of the Proposed Listing."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION AND ISSUANCE OF NEW E.A. TECHNIQUE SHARES TO ROZAN MOHD SA'AT

"THAT, subject to the passing of Ordinary Resolution 1 above, and subject to the approval and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to allocate 327,500 new E.A. Technique Shares to Rozan Mohd Sa'at, the Non-Independent Non-Executive Director of the Company, pursuant to the Proposed Allocation as set out in the Circular;

AND THAT, the Directors of the Company be and are hereby authorised to give full effect to the proposed allocation of new E.A. Technique Shares to Rozan Mohd Sa'at with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interest of the Company, and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the proposed allocation of new E.A. Technique Shares to Rozan Mohd Sa'at, as part of the Proposed Listing."

By Order of the Board,

IDHAM JIHADI ABU BAKAR. ACIS (MAICSA 7007381)

NURALIZA A. RAHMAN (LS 0008565)

Company Secretaries

Johor Bahru, Johor

9 June 2014

Notes:-

Proxy

- (1) A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of Companies, and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- (2) In the case of a corporate member, the instrument appointing a proxy shall be (a) under its Common Seal or (b) under the hand of a duly authorised officer or attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
- (3) A member shall not, subject to Paragraphs (4) and (5) below, 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 to attend and vote at the same meeting, each proxy appointed shall represent a minimum of 100 shares and such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- (4) Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- (5) Where a member is an exempt authorised nominee ("EAN") as defined under the SICDA 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 EAN may appoint in respect of each omnibus account it holds.
- (6) Any alteration to the instrument appointing a proxy must be initialised. The instrument appointing a proxy must be deposited at the registered office of the Company at Suite 18, Lot 1B, Podium 1, Menara Ansar, 65 Jalan Trus, 80000 Johor Bahru, Johor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.

Abstention from Voting

- (1) Any Director or Directors who is the appointed nominee of the shareholder(s) of the Company as set out in the Circular shall abstain from voting on Ordinary Resolution 2 and 3 in respect of their allocation as set out above.