

BIO OSMO BERHAD
(740838-A)

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting of Bio Osmo Berhad will be held at Banyan Room, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Monday, 30 June 2014 at 5.00 p.m. for the following purposes: -

A G E N D A

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial period ended 31 December 2013 together with the Directors' and Auditors' Report thereon. **(Please refer to Explanatory Note A)**
2. To approve the payment of Directors' Fees of RM108,000.00 for the financial period ended 31 December 2013. **RESOLUTION 1**
3. To re-elect Mr Wong Kok Seong who retire in accordance with Article 127 of the Company's Articles of Association and being eligible, offers himself for re-election. **RESOLUTION 2**
4. To re-elect En Shahrizal Hisham bin Abdul Halim who retire in accordance with Article 132 of the Company's Articles of Association and being eligible, offers himself for re-election. **RESOLUTION 3**
5. To re-appoint Messrs Baker Tilly MH as the Auditors of the Company and to authorise the Directors to fix their remuneration. **RESOLUTION 4**

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass the following Ordinary Resolution: -

**ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES
PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

“THAT pursuant to Section 132D of the Companies Act, 1965 (“the Act”) and subject to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

RESOLUTION 5

7. To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Articles of Association and the Act.

BY ORDER OF THE BOARD

SIEW SUET WEI (MAICSA NO. 7011254)

KHOO WEI LEE (MAICSA NO. 7063165)

Company Secretaries

Kuala Lumpur

Date: 6 June 2014

NOTES: -

1. 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. The proxy need not be a Member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply.
2. A member shall be entitled to appoint more than one proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting.
3. Where a member appoints more than one (1) 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.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or if such appointer is a corporation under its common seal or the hand of its attorney.
6. The instrument appointing a proxy must be deposited at the Company's Registered Office at 5-9A, The Boulevard Offices, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
7. Depositors whose name appear in the Record of Depositors as at 24 June 2014 shall be regarded as members of the company entitled to attend the AGM or appoint proxy(ies) to attend and vote on his/her behalf.

EXPLANATORY NOTE A

This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require the approval of the shareholders. As such, this matter will not be put forward for voting.

EXPLANATORY NOTE TO SPECIAL BUSINESS

The proposed Ordinary Resolution, if passed, is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. This is a renewal of a general mandate.

On 29 November 2013, the Company issued 115,000,000 new ordinary shares of Bio Osmo of RM0.20 each representing 32.4% of the enlarged issued and paid-up share capital of Bio Osmo of 355,360,000 of RM0.20 each. The shares issued were pursuant to a proposed debt settlement owing to creditors of the Company and its subsidiaries; namely Idaman Capital Berhad, Bank Kerjasama Rakyat Malaysia Berhad and certain trade and non-trade creditors and not pursuant to the mandate under Section 132D of the Companies Act, 1965.

On 4 March 2014, the Company announced a proposal to undertake a private placement of up to 48,036,000 new ordinary shares of RM0.20 each representing up to 10% of the issued and paid-up share capital of the Company. As at the date of this notice, no new shares have been issued pursuant to this proposal.

This authority will, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

**STATEMENT ACCOMPANYING NOTICE OF 7TH ANNUAL GENERAL MEETING
(pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)**

There is no individual who is seeking for election as a Director (excluding directors standing for a re-election).