



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Bonia Corporation Berhad ("Bonía" or "Company") will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, 57000 Bukit Jalil, Kuala Lumpur, Wilayah Persekutuan on Monday, 7 July 2014 at 11.30 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 201,571,850 NEW ORDINARY SHARES OF RM0.50 EACH IN THE COMPANY ("BONIA SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) EXISTING BONIA SHARE HELD BY ENTITLED SHAREHOLDERS OF BONIA ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"THAT subject to the approvals of all relevant regulatory authorities being obtained, approval be and is hereby given to the Board of Directors ("Board") of Bonia Corporation Berhad ("Bonía" or "Company") to capitalise the sum of up to RM100.79 million from the Company's share premium and retained earnings and to apply the same for the purpose of issuing such Bonus Shares to be credited as fully paid-up to all shareholders of the Company whose name appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board, on the basis of one (1) Bonus Share for every one (1) existing Bonia Share held in the Company;

THAT the Bonus Shares shall upon allotment and issue, rank pari passu in all respects with the then existing Bonia Shares, except that they shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of the Bonus Shares;

THAT any fractional entitlement that may arise under the Proposed Bonus Issue shall be disregarded and dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient in the best interest of the Company;

AND THAT the Board be and is hereby authorised to do all acts and things, and to sign, execute and deliver on behalf of the Company all relevant documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed Bonus Issue with full power to assent to any condition, modification, variation and/or amendment as the Board may deem fit, necessary and/or expedient in the interests of the Company or as may be imposed or permitted by any relevant authority."

ORDINARY RESOLUTION 2

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) BONIA SHARE (EXISTING AND BONUS SHARES) INTO TWO (2) ORDINARY SHARES OF RM0.25 EACH IN BONIA ("SUBDIVIDED SHARE(S)") HELD BY THE ENTITLED SHAREHOLDERS OF BONIA ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED SHARE SPLIT")

"THAT subject to the passing of the Special Resolution 1 as well as the approvals of all relevant regulatory authorities being obtained, approval be and is hereby given to the Board of Directors ("Board") of Bonia Corporation Berhad ("Bonía" or "Company") to subdivide each ordinary share of RM0.50 each of the Company (existing and Bonus Shares), held by registered shareholders of Bonia whose names appear in the Record of Depositors as at the close of business on a date and time to be determined by the Board and announced later, into two (2) fully paid-up ordinary shares of RM0.25 each;

THAT the Subdivided Shares shall, upon allotment and issue, rank pari passu in all respects with each other;

THAT any fractional entitlement that may arise under the Proposed Share Split shall be disregarded and dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient in the best interest of the Company;

AND THAT the Board be and is hereby authorised to do all acts and to sign, execute and deliver on behalf of the Company all relevant documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed Share Split with full power to assent to any condition, modification, variation and/or amendment as the Board may deem fit, necessary and/or expedient in the interests of the Company or as may be imposed or permitted by any relevant authority."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT TO THE COMPANY'S MEMORANDUM AND ARTICLES OF ASSOCIATION ("M&A") TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED SHARE SPLIT ("PROPOSED M&A AMENDMENT")

"THAT subject to the passing of Ordinary Resolution 2 as well as approvals of all relevant regulatory authorities (if required) being obtained, the existing Clause 5 of the Memorandum of Association of the Company be amended to the following for the purpose of facilitating the implementation of the Proposed Share Split:

Clause 5 of the Memorandum of Association

The authorised share capital of the Company is RM250,000,000 divided into 1,000,000,000 ordinary shares of RM0.25 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT the Board of Directors of the Company ("Board") be and is hereby authorised to do all acts and things, and to sign, execute and deliver on behalf of the Company all relevant documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed M&A Amendment with full power to assent to any condition, modification, variation and/or amendment as the Board may deem fit, necessary and/or expedient in the interests of the Company or as may be imposed or permitted by any relevant authority."

By Order of the Board
BONIA CORPORATION BERHAD

CHONG CHIN LOOK (MIA 8043)
CHOK KWEE WAH (MACS 00550)
TAN KEAN WAI (MAICA 7056310)
Company Secretaries

Petaling Jaya
13 June 2014

Notes:

1. Only a depositor whose name appears on the Record of Depositors as at 30 June 2014 shall be entitled to attend and vote at the meeting as well as for appointment of proxy(ies) to attend and vote on his stead.
2. 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.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. A member shall not, subject to Paragraphs (5) and (6) 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, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
5. Where a member 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 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.
6. Where a member is an exempt authorised nominee (EAN) 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 EAN may appoint in respect of each omnibus account it holds. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the EAN specifies the proportion of its shareholding to be representing by each proxy.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the Company's Registered Office at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.