



PELANGI PUBLISHING GROUP BHD
(Company No.: 593649-H)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Pelangi Publishing Group Bhd ("Pelangi" or the "Company") will be held at Palm Resort Berhad, Melati Hall, Jalan Persiaran Golf, off Jalan Jumbo, 81250 Senai, Johor on Friday, 11 July 2014 at 11.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY SUTERA CERIA SDN BHD ("SCSB"), A WHOLLY-OWNED SUBSIDIARY COMPANY OF PELANGI, OF A PARCEL OF LEASEHOLD INDUSTRIAL LAND MEASURING APPROXIMATELY 3.09 HECTARES (7.64 ACRES) TOGETHER WITH ALL THE BUILDINGS ERECTED THEREON, HELD UNDER HSD 162767 PTD 90018 MUKIM PLENTONG, DISTRICT OF JOHOR BAHRU, JOHOR, FROM PERNIAGAAN USAHASAMA MEMBALAK SDN BHD ("PUMSB") FOR A TOTAL PURCHASE CONSIDERATION OF RM15.50 MILLION TO BE SATISFIED ENTIRELY BY CASH ("PROPOSED ACQUISITION")

"THAT, subject to and conditional upon the approvals of all relevant regulatory authorities or parties being obtained, where required, approval be and is hereby given for SCSB, a wholly-owned subsidiary company of Pelangi, to acquire a parcel of leasehold industrial land measuring approximately 3.09 hectares (7.64 acres) together with all the buildings erected thereon, held under HSD 162767 PTD 90018 Mukim Plentong, District of Johor Bahru, Johor, from PUMSB for a total purchase consideration of RM15.50 million to be satisfied entirely by cash, in accordance with the terms and conditions of the conditional sale and purchase agreement dated 8 April 2014 entered into between SCSB and PUMSB.

AND THAT the Board of Directors of the Company be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the aforesaid Proposed Acquisition with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition."

By Order of the Board

Chin Ngeok Mui (MAICSA 7003178)
Leong Siew Foong (MAICSA 7007572)
Huan Chuan Sen @ Ah Loy (MACS 01519)
Company Secretaries

Johor Bahru
18 June 2014

Notes:-

1. A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy and vote in his/ her stead. A proxy may but need not be a member of the Company and if he/ she is not a member of the Company, Section 149(1)(b) of the Companies Act, 1965 shall not be applicable.
2. A member shall be entitled to appoint more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting. 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/ she specifies the proportions of his/ her holdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. Where a member is an authorised nominee as defined under SICDA, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/ her attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its officer or attorney.
5. The instrument appointing the proxy must be deposited at the registered office of the Company at Suite 6.1A, Level 6, Menara Pelangi, Jalan Kuning, Taman Pelangi, 80400 Johor Bahru, Johor, not less than 48 hours before the time stipulated for holding the meeting or any adjournment thereof.
6. In respect of the deposited securities, only members whose names appear in the Record of Depositors on 4 July 2014 shall be eligible to attend the meeting.