



**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Amstel Holdings Berhad will be held at Bilik Petaling, Kelab Shah Alam Selangor, No. 1A, Jalan Aerobik 13/43, Persiaran Kayangan, 40704 Shah Alam, Selangor Darul Ehsan on Thursday, 10 July 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, to pass the following ordinary resolutions, with or without modification:-

**ORDINARY RESOLUTION 1**

**PROPOSED DISPOSAL BY METRARAMA SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF AMTEL HOLDINGS BERHAD ("AHB" OR "COMPANY") TO SWISS BIO PHARMA SDN. BHD. OF ALL THAT PARCEL OF FREEHOLD INDUSTRIAL LAND HELD UNDER GRN 215183, LOT 61789 (FORMERLY HELD UNDER HSD 225947, PT 99), BANDAR GLENMARIE, DISTRICT OF PETALING, STATE OF SELANGOR DARUL EHSAN MEASURING APPROXIMATELY 4,252 SQUARE METRES IN AREA TOGETHER WITH A THREE (3) STOREY OFFICE AND WAREHOUSE BUILDING WITH A MEZZANINE FLOOR ANNEXED FOR A TOTAL CASH CONSIDERATION OF RM18,500,000.00 ("PROPOSED DISPOSAL")**

**"THAT** subject to the approval of any relevant authority being obtained, where required, approval be and is hereby given to Metrarama Sdn. Bhd., a wholly-owned subsidiary of AHB, to dispose to Swiss Bio Pharma Sdn. Bhd. all that parcel of freehold industrial land held under GRN 215183, Lot 61789 (formerly held under HSD 225947, PT 99), Bandar Glenmarie, District of Petaling, State of Selangor Darul Ehsan measuring approximately 4,252 square metres in area and bearing postal address as No. 23, Jalan Jurunilai U1/20, Seksyen U1, Hicom Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan erected thereon a three (3) storey office and warehouse building with a mezzanine floor annexed for a total cash consideration of Ringgit Malaysia Eighteen Million Five Hundred Thousand (RM18,500,000.00) only, subject to and upon such terms and conditions as set out in the Sale and Purchase Agreement dated 3 April 2014 ("**SPA**") in relation to the Proposed Disposal.

**AND THAT** any of the Directors of the Company be and are hereby authorised to take all such steps and to enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Disposal under the terms and conditions of the SPA with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and/or parties as the Directors deem fit, appropriate and in the best interest of the Company".

**ORDINARY RESOLUTION 2**

**PROPOSED PROVISION OF FINANCIAL ASSISTANCE TO MILAN UTAMA SDN. BHD., A 35% OWNED ASSOCIATED COMPANY OF AHB ("PROPOSED PROVISION OF FINANCIAL ASSISTANCE")**

**"THAT** authority be and is hereby given for the Company and/or its wholly-owned subsidiaries to provide financial assistance to Milan Utama Sdn. Bhd., a 35% owned associated company of AHB, up to an aggregate of RM15,000,000.00 or 30% of the latest available audited consolidated net tangible assets of AHB and its subsidiaries in the relevant period, whichever is higher.

**AND THAT** the Board of Directors of the Company be and are hereby authorised to give effect to the Proposed Provision of the Financial Assistance with full powers to do all such acts as they may consider necessary or expedient so as to give full effect to the same with further power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and/or other parties as the Directors deem fit, appropriate and in the best interest of the Company."

By Order of the Board

**LAU CHOI KING** (MAICSA 7059575)  
**HOH YIT FOONG** (LS 0018)  
Secretaries

Petaling Jaya  
25 June 2014

**Notes:**

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 3 July 2014 shall be entitled to attend, speak and vote at this meeting.*
- A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.*
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation, under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised in that behalf, and shall be deposited at the Registered Office of the Company at No. 7, Jalan PJS 7/19, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, not less than 48 hours before the time appointed for holding this meeting or adjourned meeting.*
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the proportion of holdings represented by each proxy is specified.*
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at this meeting provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are complied with.*
- 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 in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- Where a member of the Company is an exempt authorised nominee 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.*