

POWER ROOT BERHAD

(Company No: 733268-U)

(Incorporated In Malaysia)

NOTICE OF EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting of the Company will be held at No 1, Jalan Sri Plentong, Taman Perindustrian Sri Plentong, 81750 Masai, Johor on Friday, 25 July 2014 at 2.30 p.m. for the purpose of considering the following businesses:-

AGENDA

ORDINARY BUSINESSES:-

1. To receive the Audited Financial Report for the financial year ended 28 February 2014 together with the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
2. To sanction payment of Directors' fees for the financial year ended 28 February 2014. **(Resolution 2)**
3. To re-elect the following Directors who retire pursuant to the Article 121 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
 - 3.1 Y.M. Tengku Shamsulbhari bin Tengku Azman Shah, SMK. **(Resolution 3)**
 - 3.2 Ong Kheng Swee **(Resolution 4)**
4. To re-elect the Director, Dato' Low Chee Yen who retire pursuant to the Article 122 of the Company's Articles of Association and being eligible, have offered himself for re-election. **(Resolution 5)**
5. To re-elect the Director, Azahar bin Baharudin who retire pursuant to the Article 126 of the Company's Articles of Association and being eligible, have offered himself for re-election. **(Resolution 6)**
6. To re-appoint Messrs KPMG as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Resolution 7)**

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolution:-

7. **Proposed Renewal of the Authority To Issue Shares Pursuant To Section 132D of the Companies Act, 1965** **(Resolution 8)**

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may 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 are also empowered to obtain the 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."

NOTICE OF EIGHTH ANNUAL GENERAL MEETING (cont'd)

SPECIAL BUSINESS (cont'd)

8. **Proposed Renewal of the Authority to allot and issue new ordinary shares of RM0.20 each in Power Root Berhad (“Power Root Shares”), for the purpose of the Company’s Dividend Reinvestment Plan (“DRP”) that provides the shareholders of Power Root Berhad (“Shareholders”) the option to elect to reinvest their cash dividend in new Power Root shares** (Resolution 9)

“THAT pursuant to the DRP as approved by the Shareholders at the Extraordinary General Meeting held on 29 July 2013 and subject to the approval of the relevant regulatory authority (if any), approval be and is hereby given to the Company to allot and issue such number of new Power Root Shares from time to time as may be required to be allotted and issued pursuant to the DRP until the conclusion of the next Annual General Meeting upon such terms and conditions and to such persons as the Directors of the Company at their sole and absolute discretion, deem fit and in the interest of the Company PROVIDED THAT the issue price of the said new Power Root Shares shall be fixed by the Directors based on the adjusted five (5) market days volume weighted average market price (“VWAMP”) of Power Root Shares immediately prior to the price-fixing date after applying a discount of not more than 10%, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price and the issue price may not be less than the par value of Power Root Shares;

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds, undertakings and documents as may be necessary or expedient in order to give full effect to the DRP with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or agreed to by any relevant authorities (if any) or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, by the Directors as they, in their absolute discretion, deem fit and in the best interest of the Company.”

NOTICE OF EIGHTH ANNUAL GENERAL MEETING (cont'd)

SPECIAL BUSINESS (cont'd)

9. Proposed Renewal of Authority To Buy-Back Its Own Shares by the Company (Resolution 10)

“THAT subject to the provisions of the Companies Act, 1965, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any applicable laws, rules, orders, requirements, regulations and guidelines for the time being in force or as may be amended, modified or re-enacted from time to time and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares of RM0.20 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit, necessary and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed 10% of the total issued and paid-up share capital of the Company at any point in time; and the Directors of the Company shall allocate an amount of funds which will not be more than the aggregate sum of the retained profits and share premium of the Company for the Proposed Share Buy-Back.

AND THAT upon completion of the purchase(s) by the Company of its own shares, the Directors of the Company are authorised to decide at their discretion to cancel all the shares so purchased and/or to retain the shares so purchased as treasury shares of which may be distributed as dividends to shareholders and/or to resell on the open market of Bursa Securities and/or retain part thereof as treasury shares and cancel the remainder.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Share Buy-Back with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or deemed by the Board to be in the best interest of the Company, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Share Buy-Back.

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and continue to be in force until:

- (i) the conclusion of the next annual general meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed either unconditionally or subject to conditions;

NOTICE OF EIGHTH ANNUAL GENERAL MEETING (cont'd)

SPECIAL BUSINESS (cont'd)

9. Proposed Renewal of Authority To Buy-Back Its Own Shares by the Company (cont'd)

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) the earlier revocation or variation of the authority through a general meeting,

whichever is the earlier.”

10. To transact any other business of which due notices has been given.

By Order of the Board
POWER ROOT BERHAD

ROKIAH BINTI ABDUL LATIFF (LS 0000194)
NORIAH BINTI MD YUSOF (LS 0009298)
Company Secretaries

Johor Bahru
30 June 2014

Notes:

(a) **GENERAL MEETING RECORD OF DEPOSITORS**

Only depositors whose name appears in the Record of Depositors as at 17 July 2014 shall be regarded as Member of the Company entitled to attend, speak and vote at this Meeting or appoint proxy(ies) to attend, speak and vote in his stead.

(b) **PROXY**

- i. *A member entitled to attend and vote at the 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.*
- ii. *A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.*
- iii. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.*
- iv. *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 in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- v. *Where the Proxy Form is executed by a corporation, it must be either under its Common Seal or under the hand of an officer or attorney duly authorised.*
- vi. *The Proxy Form must be deposited at the Registered Office of the Company, located at 31-04, Level 31, Menara Landmark, No 12 Jalan Ngee Heng, 80000 Johor Bahru, not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.*

NOTICE OF EIGHTH ANNUAL GENERAL MEETING (cont'd)

Notes: (cont'd)

(c) **EXPLANATORY NOTES TO SPECIAL BUSINESS:**

1. *The Proposed Ordinary Resolution 8 is for the purpose of granting a renewed general mandate ("General Mandate") empowering the Directors of the Company, pursuant to Section 132D of the Act to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued does not exceed 10% of the issued and paid-up share capital of the Company for the time being, without having to convene a general meeting. The General Mandate, unless revoked or varied by the Company in the general meeting, will expire at the next Annual General Meeting ("AGM") of the Company.*

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

2. *The Proposed Ordinary Resolution 9 is for the purpose of granting a renewed general mandate ("General Mandate for DRP") to provide the shareholders of Power Root the option to elect to reinvest their cash dividend in new ordinary shares of RM0.20 each in the Company. The General Mandate for DRP has been granted by the shareholders at the Extraordinary General Meeting of the Company held on 29 July 2013. This authority will, unless revoked or varied by the Company in general meeting, expires at the next AGM of the Company.*
3. *The Proposed Ordinary Resolution 10 is for the purpose of granting a renewed general mandate ("General Mandate for Share Buy-Back") to allow the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the issued and paid-up share capital of the Company. The General Mandate for Share Buy-Back has been granted by the shareholders at the Extraordinary General Meeting of the Company held on 28 April 2014. This authority will, unless revoked or varied by the Company in general meeting, expires at the next AGM of the Company.*