



AYS VENTURES BERHAD (925171-T)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of the Company will be held at Function Room 1, Mezzanine Floor, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG U13/AG, Setia Alam Seksyen U13, 40170 Shah Alam, Selangor on Tuesday, 22 July 2014 at 9.30 a.m. to transact the following business:

AGENDA

As Ordinary Business:

- To receive the Audited Financial Statements for the financial year ended 31 March 2014 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who are retiring in accordance with Article 101 of the Company's Articles of Association:
 - Seow Nyoke Yoong **Resolution 1**
 - Mohamad Fazlin Bin Mohamad **Resolution 2**
- To pass the following Ordinary Resolution:

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Haji Mohd. Sharif Bin Haji Yusof be re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **Resolution 3**
- To approve the payment of Directors' fees not exceeding RM380,000 per annum. **Resolution 4**
- To re-appoint Messrs. SJ Grant Thornton as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

6. SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTION **Resolution 6**
Proposed Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

"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 ten percent (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."

By Order of the Board

Leong Oi Wah (MAICSA 7023802)
Company Secretary

Klang
30 June 2014

Notes:

- A member of the company who is entitled to attend and vote at this meeting is entitled to appoint a proxy or being appointed as a proxy for another member or in the case of a corporation a duly authorised representative to attend and to vote in his stead.
- A proxy need not be a Member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- A member may appoint more than 2 proxies to attend and the proxies shall not be valid unless the member specifies the proportion of his securities holdings to be represented by each proxy.
- The instrument appointing proxy shall be in writing under the hands of the appointor or of his attorney duly authorized in writing or, if such be executed appointed is a corporation under its common seal or the hand of its attorney.
- The instrument appointing a proxy shall be left at the Share Registrar's office at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur at least 48 hours before the time appointed for the holding of the meeting or adjourned meeting.
- Depositors who appear in the Record of Depositors as at 16 July 2014 shall be regarded as Member of the Company entitled to attend the Third Annual General Meeting or appoint a proxy to attend and vote on his behalf.

NOTES ON SPECIAL BUSINESS

(i) Resolution No. 6

The proposed Ordinary Resolution will give powers to the Directors to issue up to a maximum ten per centum (10%) of the issued share capital of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 28 June 2013. The Company did not utilize the mandate that was approved last year. The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. 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.