



BOILERMECH

BOILERMECH HOLDINGS BERHAD

(Company No. 897694-T)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM 1**") of Boilermech Holdings Berhad ("**Boilermech**" or the "**Company**") will be convened at Throne, Empire Hotel Subang, Empire Subang, Jalan SS16/1, 47500 Subang Jaya, Selangor Darul Ehsan on Thursday, 25 September 2014 at 10.30 a.m. or immediately after the conclusion or any adjournment of the Fourth (4th) Annual General Meeting of Boilermech which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 258,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN BOILERMECH ("BOILERMECH SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) EXISTING BOILERMECH SHARE HELD BY THE ENTITLED SHAREHOLDERS OF BOILERMECH ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"THAT, subject to the passing of Ordinary Resolution 2 and conditional upon the approvals of all relevant regulatory authorities for the listing of and quotation for the Bonus Shares on the ACE Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the Board of Directors of Boilermech ("**Board**") is hereby authorised to capitalise an amount of RM25,800,000 out of the share premium and retained profits of the Company, and to apply the same for the purposes of issuing 258,000,000 Bonus Shares credited as fully paid-up to be issued to the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date on the basis of one (1) Bonus Share for every one (1) existing Boilermech Share held;

THAT, fractional entitlements arising from the Proposed Bonus Issue, if any, shall be dealt in such manner as the Board shall in their discretion deem fit and expedient in the best interest of the Company;

THAT, the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Boilermech Shares, save and except that the new Boilermech Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders, where the entitlement date precedes the date of allotment of such new Bonus Shares;

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

ORDINARY RESOLUTION 2

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF BOILERMECH FROM RM50,000,000 COMPRISING 500,000,000 BOILERMECH SHARES TO RM100,000,000 COMPRISING 1,000,000,000 BOILERMECH SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, subject to the passing of Ordinary Resolution 1, the authorised share capital of the Company be increased from RM50,000,000 (Ringgit Malaysia Fifty Million only) divided into 500,000,000 ordinary shares of RM0.10 each to RM100,000,000 (Ringgit Malaysia One Hundred Million only) divided into 1,000,000,000 ordinary shares of RM0.10 each;

AND THAT, Clause 6 of the Memorandum of Association of Boilermech shall be deleted and substituted with the following in order to effect the Proposed Increase in Authorised Share Capital:

Clause 6

"The capital of the Company is RM100,000,000 divided into 1,000,000,000 ordinary shares of RM0.10 each."

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any conditions, variations, modifications, and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, 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 Increase in Authorised Share Capital."

By Order of the Board,

BOILERMECH HOLDINGS BERHAD

TAN BEE HWEI (MAICSA 7021024)
WONG WAI FOONG (MAICSA 7001358)
ANGELINE NG SEK OI (MAICSA 7054606)
Company Secretaries
3 September 2014

Notes:-

- (1) For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming EGM 1 of the Company, the Company shall be requesting the Record of Depositors as at 18 September 2014. Only a depositor whose name appears on the Record of Depositors as at 18 September 2014 shall be entitled to attend and vote at the meeting as well as for appointment of proxy(ies) to attend and vote in his/her stead.
- (2) The instrument appointing a proxy shall be in writing (in the common or usual form) 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. A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
- (3) A Member may appoint not more than two (2) proxies to attend the same meeting. 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 but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- (4) Where a Member or the authorised nominee appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- (5) Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the 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 an exempt authorised nominee appoints two (2) or more proxies to attend and vote at the same meeting, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (6) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited by hand at or by facsimile transmission to the Company's Share Registrar, Bina Management (M) Sdn Bhd 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 adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
- (7) If the Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received." If the Proxy Form is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received." A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the Proxy Form.