



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 2") of Boilermech Holdings Berhad ("BHB" or the "Company") will be held at Throne, Empire Hotel Subang, Empire Subang, Jalan SS16/1, 47500 Subang Jaya, Selangor Darul Ehsan on Thursday, 25 September 2014 at 10.40 a.m., or immediately after the conclusion or any adjournment of the Extraordinary General Meeting of BHB in relation to the Proposed Bonus Issue ("EGM 1") which will be held at the same venue and on the same day at 10.30 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF A PARCEL OF 99-YEAR LEASEHOLD VACANT INDUSTRIAL LAND HELD UNDER HS(D) 145300, NO. PT 141924, MUKIM KLANG, DAERAH KLANG, STATE OF SELANGOR DARUL EHSAN BY BHB AND ITS WHOLLY OWNED SUBSIDIARY BOILERMECH SDN BHD ("BSB") TOGETHER WITH ITS RELATED PARTY, INSPIRASI DELIMA SDN BHD ("INSPIRASI DELIMA") FOR A TOTAL CASH CONSIDERATION OF RM27,312,880 FROM LOGISTON SDN BHD ("LOGISTON") ("PROPOSED ACQUISITION")

"**THAT**, subject to and conditional upon the approvals of all relevant regulatory authorities being obtained, where required, approval be and is hereby given for BHB and BSB, to undertake the Proposed Acquisition upon the terms and conditions contained in the conditional sale and purchase agreement dated 9 June 2014 executed by BHB, BSB and Inspirasi Delima and Logiston and such other terms and conditions as the parties thereto may mutually agree upon in writing or which are imposed by the relevant authorities;

AND THAT, the Directors of the Company be and are hereby empowered and authorised with full powers to take all steps and do all such acts and matters as they may consider necessary or expedient in the best interests of BHB and its subsidiaries (collectively, the "BHB Group") to give full effect to and complete the Proposed Acquisition with full powers to give effect or assent to any condition, modification, variation and/or amendment as may be required or permitted by the relevant authorities or deemed necessary by the Directors of the Company in the best interests of the BHB Group."

By Order of the Board,
BOILERMECH HOLDINGS BERHAD

TAN BEE HWEE (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 2 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.