



RELIANCE PACIFIC BERHAD

(244521 A)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting of Reliance Pacific Berhad will be held at the Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Friday, 26 September 2014 at 3.30 p.m. to transact the following business :-

AGENDA

A. ORDINARY BUSINESS

- 1.0 To receive the audited financial statements together with the reports of the Directors and Auditors for the financial year ended 31 March 2014.
- 2.0 Re-appointment of Messrs AljeffriDean as Auditors and that authority be and is hereby given for the Directors to determine their remuneration. **(Ordinary Resolution 1)**
- 3.0 Approval of directors' fees for the financial year ended 31 March 2014. **(Ordinary Resolution 2)**
- 4.0 Re-election and re-appointment of Directors.
- 4.1 Re-election of Tan Sin Chong as a director retiring under Article 91 of the Company's Articles of Association. **(Ordinary Resolution 3)**
- 4.2 Re-appointment of Lim Guan Chin as director under Section 129(6) of the Companies' Act, 1965. **(Ordinary Resolution 4)**

B. SPECIAL BUSINESS

To consider and, if thought fit, pass the following Ordinary Resolutions respectively :-

- 1.0 Proposed Retention of Independent Non-Executive Director
"THAT subject to the passing of Ordinary Resolution 4, authority be and is hereby given to Lim Guan Chin who has served as Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to serve as an Independent Non-Executive Director of the Company." **(Ordinary Resolution 5)**
- 2.0 Section 132D of the Companies' Act, 1965
"THAT subject to the Companies Act, 1965 ("the Act") and the Articles of Association of the Company, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the issued share capital of the Company for the time being and that the Directors are empowered to obtain the approval for the listing and the quotation of the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." **(Ordinary Resolution 6)**
- 3.0 Proposed Renewal of Share Buy-Back Authority
"THAT the Directors be and are hereby authorized to purchase the ordinary shares of the Company on the market of Bursa Malaysia Securities Berhad at any time upon such terms and conditions as the Directors in their absolute discretion deem fit provided that :-
 - (i) the aggregate number of shares purchased (which may be treated as treasury shares) does not exceed ten percent (10%) of the issued capital of the Company; and
 - (ii) funds allocated for the purchase of shares shall not exceed its retained profits and share premium account.AND THAT the Directors be and are hereby further authorized to deal with the treasury shares in their absolute discretion (which may be distributed as dividends, resold and/or cancelled).
AND THAT such authority shall continue to be in force until :-
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM, at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders in a general meeting; whichever occurs first." **(Ordinary Resolution 7)**
- 4.0 Proposed Renewal of Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")
"THAT subject to the Companies' Act, 1965 ("the Act") the Memorandum and Articles of Association of the Company, the requirements of the Bursa Malaysia Securities Berhad and all relevant authorities, approval be and is hereby given to the Company and its subsidiaries, to enter and give effect to specified recurrent related party transactions of a revenue or trading nature and with specified classes of the related parties as stated in Section 2.1 of the Circular to shareholders dated 4 September 2014 which are necessary for the Group's day-to-day operations subject further to the following :-
 - (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties other than those generally available to the public and are not to the detriment of the minority shareholders; and
 - (ii) the Proposed Renewal of Shareholders' Mandate is subject to annual renewal, if approved by the Shareholders of RPB at the forthcoming 22nd AGM shall take immediate effect from the date of the 22nd AGM and continue to be in force until:-
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming 22nd AGM at which such Proposed Renewal of Shareholders' Mandate is passed, at which time it will lapse, unless by the resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM is required to be held pursuant to section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Act; or
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier.AND THAT the Directors be and are hereby empowered to do all acts and things as they may be considered expedient or necessary to give full effect to the Proposed Renewal of Shareholders' Mandate on recurrent related party transactions with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities". **(Ordinary Resolution 8)**

C. ANY OTHER BUSINESS

- 1.0 To transact any other business of which due notice shall have been given in accordance with the Companies' Act, 1965 and the Company's Articles of Association.

By Order of the Board

Tan Bee Leng
(MAICSA No. 7009994)
Secretary
Kuala Lumpur
Date: 4 September 2014

NOTES

1. Appointment of Proxy and Entitlement of Attendance

- (i) Depositors whose name appear in the Record of Depositors as at 19 September 2014 shall be regarded as members of the Company entitled to attend and vote at the meeting.
- (ii) A proxy need not be a member of the Company.
- (iii) Subject to paragraph (iv) below, a member may appoint not more than two (2) proxies to attend and vote at the meeting.
- (iv) Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- (v) The Form of Proxy must be signed by the appointor or by his attorney duly authorised in writing or if the appointor is a corporation, either under seal or under hand of an officer or attorney duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- (vi) The Proxy Form must be deposited at the Registered Office of the Company at Unit E-3-1, Level 3, Block E, Southgate Commercial Centre, No. 2, Jalan Dua, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.

2. Audited financial statements

The agenda is meant for discussion only under the provisions of Section 169(1) of the Companies' Act, 1965, the audited financial statements do not require formal approval of the shareholders, hence the matter will not be put for voting.

3. Retirement of Director

Mashor Bin Din retires under Article 98 of the Articles of Association and does not wish to seek re-election.

4. Retention of Independent Director

A yearly review was conducted on Lim Guan Chin as an independent non-executive director at the Nominating Committee Meeting held on 28 August 2014. The assessment of Lim Guan Chin as an independent non-executive director was also tabled to the Board on the same day.

Lim Guan Chin continues to fulfill the criteria of an independent director pursuant to the Bursa Malaysia Securities Listing Requirements. He has exercised due care during his tenure as independent director of the Company and has discharged his duty with reasonable skill and competence, bringing independent judgement into the Board's decisions.

5. Authority to issue shares under Section 132D

The proposed Ordinary Resolution 6 in relation to authority to allot shares pursuant to Section 132D of the Companies' Act, 1965 ("the Act"), if passed will empower the Directors to issue shares up to an aggregate amount not exceeding 10% of the issued share capital of the Company for purposes of funding future investments projects, working capital, acquisitions and/or so forth. The approval is a renewed general mandate and is sought to provide flexibility and avoid any delay and cost in convening a general meeting for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

6. Proposed Renewal of Share Buy Back Authority

The proposed Ordinary Resolution 7, if passed, shall empower the Directors from the date of the 22nd Annual General Meeting ("AGM"), to purchase the Company's shares up to 10% of the issued and paid up share capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. Please refer to the Circular to Shareholders dated 4 September 2014 with regard to the Ordinary Resolution 7.

7. Proposed Renewal of Shareholders Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 8, if passed, will empower the Directors from the date of the 22nd Annual General Meeting ("AGM"), to deal with the related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations. These Recurrent Related Party Transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. Please refer to the Circular to Shareholders dated 4 September 2014 with regard to the Ordinary Resolution 8.