



RESINTECH BERHAD

(COMPANY NO.: 341662-X)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of RESINTECH BERHAD will be held at Concorde Hotel Shah Alam, Gallery 1, Level 3, No. 3, Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan on Monday, 29 September 2014 at 9.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

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| 1. To table the Audited Financial Statements for the financial year ended 31 March 2014 together with the Reports of Directors and Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. To re-elect the following Directors, who retire pursuant to Article 126 of the Articles of Association of the Company: | |
| 2.1 Teh Leng Kang, PJK | Ordinary Resolution 1 |
| 2.2 Khairul Anuar Bin Shahrudin | Ordinary Resolution 2 |
| 3. To approve the payment of the Directors' Fees for the financial year ended 31 March 2014. | Ordinary Resolution 3 |
| 4. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 4 |

As Special Business

To consider and, if thought fit, to pass the following Ordinary Resolutions with or without any modification:

5. AUTHORITY TO ISSUE SHARES

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."

Ordinary Resolution 5

6. RE-APPOINTMENT OF DIRECTOR PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Abu Sujak Bin Mahmud be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting."

Ordinary Resolution 6

By Order of the Board

TEO MEE HUI (MAICSA 7050642)
LIM LEE KUAN (MAICSA 7017753)
 Company Secretaries

Selangor Darul Ehsan
5 September 2014

Notes:

- Member entitled to attend and vote at the meeting may appoint another person as his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- A Member may appoint only one (1) proxy or attorney or authorised representative. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint only 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.
- Where a member of the Company 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.
- 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.
- The instrument appointing a proxy and the power of attorney or other attorney, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than fortyeight (48) hours before the time for holding of the meeting or adjourned meeting.
- The Date of Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the meeting is 22 September 2014.

Explanatory Notes to Special Business:

1. Item 1 of the Agenda - Audited Financial Statements and the Auditors' Report for the financial year ended 31 March 2014 together with the Reports of Directors' and Auditors

The Audited Financial Statements under this agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence this item is not put forward for voting.

2. Item 5 of the Agenda – Ordinary Resolution 5

The proposed resolution, if passed, will give flexibility to the Directors to issue shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of next Annual General Meeting of the Company.

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

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, repayment of borrowings and/or acquisitions.

3. Item 6 of the Agenda – Ordinary Resolution 6

The proposed resolution, if passed, will allow the director who is of or over the age of 70 years to be re-appointed as director of public company pursuant to Section 129 (6) of the Companies Act, 1965.

A vote by the majority of not less than three-fourths of members who are entitled to vote and voting in person or by proxy is required to pass this resolution.