

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Narra Industries Berhad (the "**Company**") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Thursday, 16 October 2014 at 10.30 a.m. or if later, upon the conclusion of the forthcoming 34th Annual General Meeting of the Company to be held at the same venue at 10.00 a.m. on the same day, or at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications, the following motions:

ORDINARY RESOLUTION 1**- PROPOSED TERMINATION OF THE EXISTING EXECUTIVE SHARE OPTION SCHEME ("PROPOSED TERMINATION")**

"THAT, subject to the passing of Ordinary Resolution 2 below, approval be and is hereby given for the Company, upon the implementation of the Proposed ESS in Ordinary Resolution 2 below, to terminate the existing executive share option scheme of the Company which was implemented on 23 January 2006; **AND THAT** the Directors of the Company be and are hereby authorised to give effect to the Proposed Termination with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required by the relevant authorities and to do all such acts and things as they may consider necessary or expedient in relation to the Proposed Termination."

ORDINARY RESOLUTION 2**- PROPOSED ESTABLISHMENT OF AN EXECUTIVE SHARE SCHEME OF UP TO 10% OF THE ISSUED AND PAID-UP ORDINARY SHARE CAPITAL (EXCLUDING TREASURY SHARES) OF THE COMPANY ("PROPOSED ESS")**

"THAT, subject to the requisite approvals being obtained, the Directors of the Company be and are hereby authorised:

- (i) to establish and administer an executive share scheme ("**Scheme**"), which comprises an executive share option scheme and an executive share grant scheme, for the benefit of eligible executives and/or Directors of the Company and its subsidiaries ("**Eligible Executives**") under which options to subscribe for/purchase ordinary shares of RM1.00 each (unless otherwise adjusted) in the Company ("**Shares**") and/or grants of Shares without any consideration payable by the Eligible Executives will be offered to them in accordance with the provisions of the bye-laws referred to in the Circular to Shareholders dated 1 October 2014 ("**Bye-Laws**");
- (ii) to issue, from time to time, and allot such number of new Shares ("**New Shares**") and/or to transfer existing Shares ("**Transferred Shares**") to Eligible Executives upon exercise of options and/or vesting of Shares pursuant to grants under the Scheme, provided that the aggregate number of Shares comprised in any options and/or grants (whether in exercised and/or unexercised options, outstanding and/or completed grants and unexpired offers pending acceptances) under all executive share schemes established by the Company which are still subsisting does not exceed 10% of the total issued and paid-up ordinary share capital (excluding treasury shares) of the Company at any point in time during the existence of the Scheme and that the New Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the existing issued and paid-up ordinary share capital of the Company, except that the New Shares will not rank for any dividend, right, entitlement or distribution ("**Rights**") in respect of which the record date precedes the allotment date of the New Shares; and for Transferred Shares, such shares shall be transferred together with all Rights in respect of which the record date is on or after the transfer date; and such New Shares and Transferred Shares will be subject to all the provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise;
- (iii) to make the necessary applications to Bursa Malaysia Securities Berhad and to take whatever necessary actions at the appropriate time or times for permission to deal in and for listing of and quotation for the New Shares which may from time to time be issued and allotted pursuant to the Scheme; and
- (iv) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Bye-Laws, to assent to any condition, modification, variation and/or amendment that may be required by the relevant authorities, and to do all such acts and enter into all such transactions, arrangements, agreements or undertakings, impose such terms and conditions or delegate such part of their powers as may be necessary or expedient in order to give full effect to the Scheme."

ORDINARY RESOLUTION 3**- PROPOSED ALLOCATION OF OPTIONS AND/OR GRANTS TO MR QUAH THAIN KHAN**

"THAT, subject to the passing of Ordinary Resolution 2 above and the appointment of Mr Quah Thain Khan as the Group Managing Director of the Company, authority be and is hereby given to the Directors of the Company to offer, from time to time, to Mr Quah Thain Khan options to subscribe for/purchase such number of Shares and/or grants comprising such number of Shares under the executive share scheme as they shall deem fit provided that not more than 10% of the Maximum Aggregate, the "Maximum Aggregate" being defined in the Bye-Laws as an amount equivalent to 10% of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company at any one time, are allotted to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the Bye-Laws."

By Order of the Board

JOANNE LEONG WEI YIN
VALERIE MAK MEW CHAN
Company SecretariesKuala Lumpur
1 October 2014**Notes:**

1. For the purpose of determining members' eligibility to attend this meeting, only members whose names appear in the Record of Depositors as at 10 October 2014 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on their behalf.
2. Save for a member who is an exempt authorised nominee, a member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member who is an authorised nominee may appoint not more than two proxies in respect of each securities account it holds. A member who is an exempt authorised nominee for multiple beneficial owners in one securities account ("Omnibus Account") may appoint any number of proxies in respect of the Omnibus Account.
3. Where two or more proxies are appointed, the proportions of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which the appointments shall be invalid.
4. The Form of Proxy must be deposited at the Registered Office of the Company at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than forty-eight hours before the time appointed for holding of the meeting or adjourned meeting.