



## APFT BERHAD

(Company No. 886873-T)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting of APFT Berhad will be held at Peninsula 1, Peninsula Residence All Suite Hotel, 10, Jalan Semantan, Bukit Damansara, 50490 Kuala Lumpur on Tuesday, 25 November 2014 at 9.00 a.m. for the following purpose:-

#### ORDINARY RESOLUTION

#### **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

**"THAT** the Company and/or its subsidiaries be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature as specified in Section 2.4 of the Circular to Shareholders dated 10 November 2014, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and on prices and terms which are not more favourable to the Related Party than those generally available to the public and not detrimental to the minority shareholders of the Company.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Shareholders' Mandate.

**AND FURTHER THAT** such authority shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such Proposed Shareholders' Mandate was passed, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier."

By Order of the Board

**NG YIM KONG (LS 0009297)**

Company Secretary

Selangor Darul Ehsan

10 November 2014

#### NOTES:

##### A. PROXY

1. For the purpose of determining a member who shall be entitled to attend this meeting, only members whose names appear in the Record of Depositors as at 14 November 2014 will be entitled to attend and speak and vote at the Meeting.
2. A member of the Company entitled to be present and to vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote instead of him(her). A proxy may but need not be a Member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
4. Where a member appoints more than one (1) proxy to attend and vote at the same Meeting, the appointment shall be invalid unless he/she specifies the proportion of his(her) holdings to be represented by each proxy.
5. If the appointer is a corporation, this form must be executed under its common seal or under the hand of its officer or attorney.
6. The instrument appointing a proxy must be deposited at the registered office of the Company at Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

##### B. EXPLANATORY NOTES

###### 1. Proposed Shareholders' Mandate

The Ordinary Resolution, if passed, will benefit the Company by facilitating the Company and its subsidiaries to enter into transactions with Related Party as specified in Section 2.4 of the Circular to Shareholders dated 10 November 2014 in the ordinary course of the Group's business on commercial terms, in a timely manner and will enable the Group to continue to carry out recurrent related party transactions necessary for the Group's day-to-day operations.