



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting of Prolexus Berhad ("Prolexus" or "the Company") will be held at the Conference Room of Honsin Apparel Sdn. Bhd., 531 2½ Miles, Jalan Kluang, 83000 Batu Pahat, Johor on Wednesday, 10 December 2014 at 10.00 a.m. for the following purposes:-

A G E N D A

As Ordinary Business:

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| 1. To receive the Audited Financial Statements for the financial year ended 31 July 2014 together with the Reports of the Directors and Auditors thereon. | Please refer to Note 6 |
| 2. To approve the increase and payment of Directors' fees for the financial year ended 31 July 2014 | Resolution 1 |
| 3. To re-elect the following Directors who retire by rotation in accordance with Article 77 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:
i) Encik Ahmad Mustapha Ghazali
ii) Encik Khadmudin Bin Mohamed Rafik | Resolution 2
Resolution 3 |
| 4. To re-elect Mr. Boo Chin Liong who retires in accordance with Article 84 of the Company's Articles of Association and who, being eligible, offer himself for re-election. | Resolution 4 |
| 5. To consider and if thought fit, to pass the following special resolution in accordance with Section 129(6) of the Companies Act, 1965:-
"That Mr. Lin, Cheng-Lang, retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting of the Company." | Resolution 5 |
| 6. To approve the payment of a First and Final Single Tier Dividend of 3.5 sen per ordinary share for the financial year ended 31 July 2014. | Resolution 6 |
| 7. To re-appoint Messrs. Grant Thornton as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 7 |

As Special Business:

8. To consider and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions:

CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS

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| i) "That, authority be and is hereby given to En. Khadmudin Bin Mohamed Rafik who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company." | Resolution 8 |
| ii) "That, authority be and is hereby given to Mr. Lin, Cheng-Lang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company." | Resolution 9 |

9. AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ISSUE SHARES

"That, subject always to provisions of the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Act, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued."

Resolution 10

10. PROPOSED GRANTING OF OPTIONS TO BOO CHIN LIONG

"That, pursuant to the Employees' Share Option Scheme ("ESOS") as approved by shareholders at the Extraordinary General Meeting of the Company held on 03 September 2013, the Board be and is hereby authorised at any time and from time to time to offer and grant options of up to a maximum of 200,000 ordinary shares of RM0.50 each ("Prolexus Shares") to Boo Chin Liong, the Independent Non-Executive Director of the Company, to subscribe for new Prolexus Shares under the ESOS subject always to the following provisions:-

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| (i) he must not participate in the deliberation or discussion of his own allocation of new Prolexus Shares under the ESOS; | |
| (ii) not more than ten percent (10%) of the new Prolexus Shares available under the ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued and paid up share capital (excluding treasury shares) of the Company; and | |

also subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the ESOS and any prevailing guidelines issued by Bursa Malaysia Securities Berhad ("Bursa Securities"), the Main Market Listing Requirements of Bursa Securities or any other relevant authorities, as amended from time to time.

And that the Board be further authorised to allot and issue such number of new Prolexus Shares pursuant to the ESOS to him from time to time pursuant to the exercise of such options."

Resolution 11

11. PROPOSED GRANTING OF OPTIONS TO LAU BOON HWA

"That, pursuant to the Employees' Share Option Scheme ("ESOS") as approved by shareholders at the Extraordinary General Meeting of the Company held on 03 September 2013, the Board be and is hereby authorised at any time and from time to time to offer and grant options of up to a maximum of 400,000 ordinary shares of RM0.50 each ("Prolexus Shares") to Lau Boon Hwa, the employee of Prolexus Group who is also the brother of Lau Mong Ying, the Managing Director of the Company and Lau Mong Fah, the Non-Independent Non-Executive Director of the Company, to subscribe for new Prolexus Shares under the ESOS subject always to the following provisions:-

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| (i) he must not participate in the deliberation or discussion of his own allocation of new Prolexus Shares under the ESOS; | |
| (ii) not more than ten percent (10%) of the new Prolexus Shares available under the ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued and paid up share capital (excluding treasury shares) of the Company; and | |

also subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the ESOS and any prevailing guidelines issued by Bursa Malaysia Securities Berhad ("Bursa Securities"), the Main Market Listing Requirements of Bursa Securities or any other relevant authorities, as amended from time to time.

And that the Board be further authorised to allot and issue such number of new Prolexus Shares pursuant to the ESOS to him from time to time pursuant to the exercise of such options."

Resolution 12

12. PROPOSED GRANTING OF OPTIONS TO MOHAMMAD RAIZMAN BIN AHMAD MUSTAPHA

"That, pursuant to the Employees' Share Option Scheme ("ESOS") as approved by shareholders at the Extraordinary General Meeting of the Company held on 03 September 2013, the Board be and is hereby authorised at any time and from time to time to offer and grant options of up to a maximum of 60,000 ordinary shares of RM0.50 each ("Prolexus Shares") to Mohammad Raizman Bin Ahmad Mustapha, the employee of Prolexus Group who is also the son of Ahmad Mustapha Ghazali, the Executive Chairman of the Company, to subscribe for new Prolexus Shares under the ESOS subject always to the following provisions:-

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| (i) he must not participate in the deliberation or discussion of his own allocation of new Prolexus Shares under the ESOS; | |
| (ii) not more than ten percent (10%) of the new Prolexus Shares available under the ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued and paid up share capital (excluding treasury shares) of the Company; and | |

also subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the ESOS and any prevailing guidelines issued by Bursa Malaysia Securities Berhad ("Bursa Securities"), the Main Market Listing Requirements of Bursa Securities or any other relevant authorities, as amended from time to time.

And that the Board be further authorised to allot and issue such number of new Prolexus Shares pursuant to the ESOS to him from time to time pursuant to the exercise of such options."

Resolution 13

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

FURTHER NOTICE IS HEREBY GIVEN THAT only a depositor whose name appears on the Record of Depositors as at 01 December 2014 shall be entitled to attend the forthcoming Twenty-Second Annual General Meeting or appoint proxies to attend and/vote on his/her behalf.

By Order of the Board,

LEE PENG LOON (MACS 01258)
P'NG CHIEW KEEM (MAICSA 7026443)
Company Secretaries
Date: 18 November 2014
Penang

NOTES ON APPOINTMENT OF PROXY

- A proxy may but need not be a member of the Company.
- Where a member appoints a maximum of two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 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.
- For a proxy to be valid, the proxy form, duly completed, must be deposited at the registered office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
- In the case of corporate member, the proxy form must be executed under the corporation's Common Seal or under the hand of an officer or attorney duly authorised.

EXPLANATORY NOTE ON ORDINARY BUSINESS

- The Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders of the Company and hence, the Agenda 1 is not put forward for voting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- The proposed Resolutions 8 to 9, are to allow the Independent Non-Executive Directors to be retained and continue acting as Independent Non-Executive Directors to fulfill the requirements of Paragraph 3.04 of the Main Market Listing Requirements and to be in line with the recommendations 3.2 and 3.3 of the Malaysian Code of Corporate Governance 2012. The details of justifications are set out in the Statement of Corporate Governance in page 11 to 18 of the Company's 2014 Annual Report.

- The proposed Resolution 10, is to seek a renewal of the general mandate for the directors of the Company to allot and issue shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being for such purposes as the directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting will expire at the conclusion of the next Annual General Meeting.
As at the date of notice of meeting, no new shares has been issued pursuant to the general mandate granted at the last Annual General Meeting of the Company.
The general mandate for issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.
The proposed Resolutions 11 to 13, are to seek shareholders' approval for the Directors of the Company to offer and grant options to a director and persons connected to the directors of the Company to subscribe for new Prolexus Shares under the Company's ESOS approved by the shareholders on 03 September 2013.
Accordingly, Boo Chin Liong, the Independent Non-Executive Director of the Company has obtained and will continue to abstain from deliberation and voting on the resolution in respect of his allocation under the ESOS.
Lau Mong Ying, the Managing Director and Lau Mong Fah, the Non-Independent Non-Executive Director of the Company have also obtained and will continue to abstain from deliberation and voting in respect of their direct and/or indirect interest in the Company and will also ensure that persons connected with them will abstain in respect of their direct and/or indirect interest in the Company, if any, pertaining to the allocation under the ESOS to Lau Boon Hwa.
Ahmad Mustapha Ghazali, the Executive Chairman of the Company has obtained and will continue to abstain from deliberation and voting in respect of his direct and/or indirect interest in the Company and will also ensure that persons connected with him will abstain in respect of their direct and/or indirect interest in the Company, if any, pertaining to the allocation under the ESOS to Mohammad Raizman Bin Ahmad Mustapha.