



## PROLEXUS BERHAD

(Company No. 250857-T)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Prolexus Berhad ("**Prolexus**" or the "**Company**") will be held at Conference Room of Honsin Apparel Sdn. Bhd., 531, 2 ½ Miles Jalan Kluang, 83000 Batu Pahat, Johor at 10.30 a.m. on 10 December 2014 or immediately after the conclusion or adjournment (as the case may be) of the Annual General Meeting of the Company, whichever is the later, for the purpose of considering and if thought fit, passing the following resolution:

#### ORDINARY RESOLUTION

**PROPOSED BONUS ISSUE OF UP TO 36,948,770 NEW ORDINARY SHARES OF RM0.50 EACH IN PROLEXUS BERHAD ("PROLEXUS SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF TWO (2) BONUS SHARES FOR EVERY FIVE (5) EXISTING PROLEXUS SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE")**

**"THAT**, subject to the approval of all relevant authorities or parties, including but not limited to the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for up to 36,948,770 Bonus Shares to be issued by the Company pursuant to the Proposed Bonus Issue on the Main Market of Bursa Securities, approval be and is hereby given to the Board of Directors of Prolexus ("**Board**") to issue at par value up to 36,948,770 Bonus Shares to be credited as fully paid-up to all shareholders of the Company whose name appear in the Record of Depositors of the Company as at the close of business on a date to be determined and announced later by the Board, on which the entitled shareholders are entitled to the Proposed Bonus Issue ("**Entitlement Date**") , on the basis of two (2) Bonus Shares for every five (5) existing Prolexus Shares held in the Company on the Entitlement Date;

**THAT**, the Board be and is hereby authorised to capitalise the sum of up to RM18,474,385 from the retained profits of the Company for the purpose of the Proposed Bonus Issue;

**THAT**, the Board be and is hereby authorised to deal with any fractional entitlements that may arise from the Proposed Bonus Issue, in such manner as the Board shall at its absolute discretion deems fit and expedient and to be in the best interests of the Company;

**THAT**, the Bonus Shares shall upon allotment and issue, rank *pari passu* in all respects with the existing Prolexus Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, unless the allotment of the Bonus Shares were made on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions;

**AND THAT** the Board be and is hereby empowered and authorised to give effect to and implement the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in respect thereof as may be required or permitted by the relevant authorities or as it may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue and to sign, execute and deliver on behalf of the Company all such documents as may be required or imposed by the relevant authorities and to take such steps and do all acts and things in any manner as they may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue."

#### BY ORDER OF THE BOARD

**LEE PENG LOON** (MACS 01258)

**P'NG CHIEW KEEM** (MAICSA 7026443)

Company Secretaries

Penang

18 November 2014

#### Notes:

- (1) *A proxy may but need not be a member of the Company.*
- (2) *A member shall be entitled to appoint a maximum of two (2) proxies to attend and to vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specified the proportions of his shareholdings to be presented by each proxy.*
- (3) *Where a member 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) *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.*
- (5) *In the case of corporate member, the proxy form must be executed under the corporation's common seal or under the hand of its attorney.*
- (6) *For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 1 December 2014. Only members whose name appears on the Record of Depositors as at 1 December 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.*