



### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of the Company will be held at Langkawi Room, Level 3, Jen Hotel, Magazine Road, 10300 Penang on Tuesday, 17 February 2015 at 10.00 a.m., to consider and, if thought fit, to pass the following ordinary resolution: -

#### **ORDINARY RESOLUTION**

**PROPOSED DISPOSAL OF 1.40 MILLION ORDINARY SHARES OF RM1.00 EACH IN SUSHI KIN SDN. BHD. ("SUSHI KIN"), REPRESENTING 28% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF SUSHI KIN BY TEXCHEM RESOURCES BHD. TO ASIA YOSHINOYA INTERNATIONAL SDN. BHD. FOR A TOTAL CASH CONSIDERATION OF RM102.20 MILLION ("PROPOSED DISPOSAL")**

**"THAT** approval be and is hereby given to the Company to dispose of 1.40 million ordinary shares of RM1.00 each in Sushi Kin, representing 28% of the issued and paid-up share capital of Sushi Kin by the Company to Asia Yoshinoya International Sdn. Bhd. for a total cash consideration of RM102.20 million on the terms and subject to the conditions as stipulated in the Share Purchase Agreement dated 26 November 2014 entered into between the Company and Asia Yoshinoya International Sdn. Bhd. ("Share Purchase Agreement").

**AND THAT** the Directors of the Company, whether alone or jointly with one or more of them, be and is/are hereby authorised to complete and give effect to the Proposed Disposal on such terms as they may approve with full power (a) to assent to any conditions, variations, modifications and/or amendments as may, at their discretion, be so required; (b) to deal with all matters relating to the Share Purchase Agreement thereto; (c) to enter into all such agreements, arrangements, undertakings, indemnities, guarantees, transfers and/or assignments with any party or parties as may, at their discretion, be so required in connection with the Share Purchase Agreement; and (d) to take all steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Disposal."

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Article 73 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 10 February 2015. Only a depositor whose name appears on the Record of Depositors as at 10 February 2015 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and/or vote on his/her behalf.

BY ORDER OF THE BOARD

TAN PENG LAM  
LEE PUAY IMG @ ENG PUAY IMG  
Company Secretaries

Penang  
29 January 2015

**NOTES:**

- 1) A Member of the Company entitled to attend and vote at the meeting may appoint up to two (2) proxies to attend and vote instead of him/her. 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. If a Member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- 2) 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.
- 3) To be effective:
  - a) the instrument appointing a proxy; and
  - b) the authority (if any) under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors of the Company, must be deposited at the Registered Office of the Company at Level 18, Menara Boustead Penang, 39 Jalan Sultan Ahmad Shah, 10050 Penang, Malaysia at least forty-eight (48) hours before the time for holding the meeting.
- 4) If the Proxy Form is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he/she thinks fit.
- 5) If the Proxy Form is returned without the name of the proxy indicated, the Proxy Form shall be invalid.
- 6) Where the person appointing the proxy is a corporation, the form must be either under seal or under the hand of a duly authorised officer or attorney of the corporation.