



W Z S A T U B E R H A D

永成壹

(Company No. 666098-X)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of WZ Satu Berhad (“**WZ Satu**” or the “**Company**”) will be held at Kristal Ballroom 1, Level 1, West Wing, Hilton Petaling Jaya, No. 2 Jalan Barat, 46200 Petaling Jaya, Selangor Darul Ehsan on Thursday, 23 April 2015 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following ordinary resolution with or without modifications:

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY WZ SATU OF THE ENTIRE EQUITY INTEREST IN WENG ZHENG MARKETING SDN BHD (“WZ MARKETING”) TO TAN CHING KEE FOR A CASH CONSIDERATION OF RM6,079,394 (“PROPOSED DISPOSAL”)

“**THAT**, subject to the approvals of all relevant authorities being obtained (if required), approval be and is hereby given to the Company to dispose of its entire equity interest held in WZ Marketing for a cash consideration of RM6,079,394 upon and subject to the terms and conditions stipulated in the conditional share sale agreement dated 21 November 2014 entered into between the Company and Tan Ching Kee;

AND THAT the Board of Directors of the Company (“**Board**”) be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements (including, without limitation, the affixing of the Company’s common seal, where necessary), arrangements, deeds, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations, guarantees and/or other documents to or with any party or parties as the Board may consider necessary to give effect to and complete the Proposed Disposal and with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Disposal.”

By Order of the Board

Chua Siew Chuan (MAICSA 0777689)

Pan Seng Wee (MAICSA 7034299)

Company Secretaries

Kuala Lumpur

30 March 2015

Notes:

1. *In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors as at 16 April 2015 shall be eligible to attend and vote at the Meeting.*
2. *A member of the Company entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.*
3. *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. Where a member appoints two (2) proxies to attend and vote at the Meeting, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which, the appointment shall be invalid.*
4. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.*
5. *Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”) 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. Where a member is an authorised nominee as defined under SICDA, it may appoint at least one (1) proxy but subject to a maximum of two (2) in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
6. *The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.*