

CHOO BEE METAL INDUSTRIES BERHAD (10587-A)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2015 Annual General Meeting of the Company will be held at Tropicana Grand Ballroom & Banquet, No. 8, Level 6, Coliseum Square, Jalan Raja Dr. Nazrin Shah, 30250 Ipoh, Perak Darul Ridzuan, Malaysia on Friday, 26 June 2015 at 11.30 a.m.

<u>A G E N D A</u>	RESOLUTION NO.
1. To receive the Audited Financial Statements for the year ended 31 December 2014, together with the Directors' and Auditors' Reports thereon.	
2. To sanction the declaration of a final single tier dividend of 6% in respect of the year ended 31 December 2014.	1
3. To approve payment of Directors' fee of RM187,200	2
4. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:	
4.1 Soon Hean Hooi	3
4.2 Ng Poh Tat	4
4.3 Lim Chee Hoong	5
5. To appoint Auditors and authorise the Directors to fix their remuneration.	6
6. To transact any other business appropriate to an Annual General Meeting.	
7. As SPECIAL BUSINESS, to consider and, if thought fit, pass the following resolutions:	
ORDINARY RESOLUTION 1 –	7
RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR	
That Khoo Choon Yam, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be retained, to continue to act as an Independent Non-Executive Director of the Company.	
ORDINARY RESOLUTION 2 –	8
PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY	
"That, subject to compliance with all applicable laws, regulations and guidelines, authority be and is hereby given to the Directors of the Company to purchase (Proposed Share Buy Back) ordinary shares of RM1.00 each in the Company up to the limit of 3,000,000 shares inclusive of those shares already purchased and retained in treasury, which as at 31 March 2015 amounted to 958,925 shares, through Bursa Malaysia Securities Berhad, representing two point seven three percent (2.73%) of the Company's total issued and paid-up share capital as at 31 March 2015 of 109,903,000 shares of RM1.00 each;	

That an amount of RM6,500,000 be allocated for the Proposed Share Buy Back out of the total of the audited retained earnings and share premium account as at 31 December 2014, so that the total consideration of shares purchased and held as treasury shares or cancelled at any time do not exceed RM6,500,000. The retained earnings and share premium account of the Company based on the audited financial statements for the year ended 31 December 2014 are as follows:

	As at 31 December 2014
Retained earnings	RM 163,283,578
Share premium	RM 17,765,166

That the Directors may resolve to immediately cancel the shares so purchased, and/or retain them as treasury shares and/or re-sell and/or cancel them and that an announcement will be made to Bursa Malaysia Securities Berhad on the Directors' intention for the proposed treatment of shares bought back and the rationale of the alternatives chosen and if available, information as to the percentage or number of shares purchased which are to be retained and/or cancelled;

That the Directors be and are hereby empowered to take all such steps as are necessary to give full effect to the Proposed Share Buy Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities AND THAT such authority shall commence upon the passing of this Ordinary Resolution and shall expire at the conclusion of the next Annual General Meeting of the Company unless renewed by ordinary resolution passed at that meeting; or at the expiration of the period within which the next Annual General Meeting is required by law to be held; or earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first.”

**ORDINARY RESOLUTION 3 –
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE ON
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE
OR TRADING NATURE**

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“That, subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries shall be mandated to enter into the category of Recurrent Related Party Transactions of a Revenue or Trading Nature as specified in Part B Section 3 of the Circular dated 30 April 2015 subject further to the following:-

- (i) the transactions are in the ordinary course of business and are on terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (ii) the Proposed Shareholders' Mandate shall apply in respect of the Recurrent Related Party Transactions to be entered into from 26 June 2015 to the next Annual General Meeting of the Company. The Proposed Shareholders' Mandate shall only continue to be in force until:
 - the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting the authority is renewed; or

- the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965; or
- revoked or varied by a resolution passed by the shareholders in general meeting before the next Annual General Meeting,

whichever is earlier.

Thereafter, approval from shareholders for a renewal of the recurrent related party transactions mandate will be sought at each subsequent Annual General Meeting of the Company; and

- (iii) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year and in the annual report for the subsequent financial year during which the Proposed Shareholders' Mandate is in force based on the type of recurrent transactions made and the names of the related parties involved in each type of the recurrent transactions made and their relationship with the listed issuer, provided that such transactions are made on normal commercial terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company on an arm's length basis; and
- (iv) the Directors and/or any of them be and are hereby authorised to complete and do such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

By Order of the Board

CHAN YOKE YIN
 CHAN EOI LENG
 Company Secretaries
 Ipoh, Perak Darul Ridzuan, Malaysia
 30 April 2015

NOTES:

1. Only members whose names appear on the Record of Depositors as at 22 June 2015 shall be entitled to attend the Annual General Meeting or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.
2. A member entitled to attend and vote at the Meeting is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. Where 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.
4. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the Registered Office of the Company, 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than 48 hours before the time appointed for holding the Meeting.

EXPLANATORY NOTES TO THE SPECIAL BUSINESS:

(a) ORDINARY RESOLUTION 1

The resolution will allow the following director to continue to act as Independent Non-Executive Director of the Company:

Khoo Choon Yam

Khoo Choon Yam was appointed as an Independent Non-Executive Director of the Company on 27 December 2001, and has therefore served the Company for thirteen (13) years. The Malaysian Code on Corporate Governance 2012 provides that the tenure of an independent director should not exceed a cumulative term of nine (9) years. However, Khoo Choon Yam has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board, therefore, considers Khoo Choon Yam to be independent and believes that Khoo Choon Yam should be retained as an Independent Non-Executive Director.

(b) ORDINARY RESOLUTION 2

Further information on the above Ordinary Resolution is set out in the Circular to Shareholders of the Company, which is sent out together with the Company's 2014 Annual Report.

(c) ORDINARY RESOLUTION 3

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