



**MATRIX CONCEPTS HOLDINGS BERHAD**  
(Company No. 414615-U)  
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Eighteenth Annual General Meeting ("18<sup>th</sup> AGM") of Matrix Concepts Holdings Berhad ("the Company") will be held at Halia Room, d' Tempat Country Club, PT 12653, Jalan Pusat Dagangan Sendayan 1, 71950, Bandar Sri Sendayan, Negeri Sembilan Darul Khusus, Malaysia on Wednesday, 10 June 2015 at 10.30 am. for the following purposes:-

- AGENDA**
- AS ORDINARY BUSINESS**
- To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon. *[Please refer to Explanatory Note(i)]*
  - To approve the payment of Directors' fees of RM230,000 for the financial year ended 31 December 2014. *(Ordinary Resolution 1)*
  - To re-elect the following Directors retiring in accordance with Article 97 of the Company's Articles of Association:  
(i) Dato' Haji Mohamad Haslah Bin Mohamad Amin *(Ordinary Resolution 2)*  
(ii) Rezal Zain Bin Abdul Rashid *(Ordinary Resolution 3)*
  - To re-appoint Messrs Crowe Horwath as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration. *(Ordinary Resolution 4)*
- AS SPECIAL BUSINESS**
- To consider and if thought fit, to pass the following Resolutions:-  
**Authority To Issue Shares- Section 132D** *(Ordinary Resolution 5)*  
To grant authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965  
"THAT, subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals of the relevant authorities, the Directors be and hereby empowered, pursuant to Section 132D of the Act to allot and issue shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company;"
  - Proposed Renewal Of Shareholders' Mandate for Recurrent Related Party Transactions Of a Revenue or Trading Nature ("Proposed RRPT Mandate")** *(Ordinary Resolution 6)*  
"THAT approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties mentioned under Section 2.3 of the Circular to Shareholders dated 18 May 2015 which are necessary in the course of business of the Company and/or its subsidiaries for day-to-day operations and on normal commercial terms which are not more favourable to the related parties than those available to the public and not detrimental to the minority shareholders of the Company and such proposal shall continue to be in force until:-  
a) The conclusion of the next Annual General Meeting of the Company following the 18<sup>th</sup> AGM at which such Proposed RRPT Mandate will lapse, unless by ordinary resolution passed at an Annual General Meeting whereby the authority is renewed, either unconditionally or subject to conditions;  
b) The expiration of the period within the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 143(1) of the Act ( but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or  
c) Revoked or varied by resolution passed by the shareholders in a general meeting ;  
whichever is earlier.  
AND THAT the Directors of the Company be authorized to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed RRPT Mandate for the period from the 18<sup>th</sup> AGM to the next Annual General Meeting.
  - To transact any other business of which due notice shall have been given.

By Order of the Board

**LOO KAH BOON**  
(MAICSA 0784630)  
Company Secretary  
18 May 2015  
Seremban  
Negeri Sembilan

Notes:

- For the purpose of determining a member who shall be entitled to attend and vote at the 18<sup>th</sup> AGM, the Company shall be requesting the Record of Depositors as at 3 June 2015. Only a depositor whose name appears on the Record of Depositors as at 3 June 2015 shall be entitled to attend the said meeting or appoint proxies to attend and vote in his/her stead.
- A member of the Company entitled to attend and vote at the 18<sup>th</sup> AGM is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy and the provisions of Section 149(l)(b) of the Companies Act, 1965 shall not apply to the Company.
- A member shall be entitled to appoint up to two (2) proxies to attend and vote at the 18<sup>th</sup> AGM. Where a member appoints more than one (1) proxy to attend at the same meeting 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 authorized nominee as defined under the Central Depositories Act, which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus account") it may appoint multiple proxies in respect of each Omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if the appointor is a corporation, either its common seal or under the hand of an officer or attorney duly authorized.
- The Proxy Form must be deposited at the Company's Registered Office, Wisma Matrix, No. 57, Jalan Tun Dr Ismail, 70200 Seremban, Negeri Sembilan Darul Khusus, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the 18<sup>th</sup> AGM or any adjournment thereof.

**Explanatory notes on Item 1 of the Agenda and Special Business:-**

- Item 1 of the Agenda**  
This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the audited financial statement. Hence this Agenda is not put forward for voting.
- Ordinary Resolution 5 - Authority to issue shares ("General Mandate")**  
The proposed Ordinary Resolution 5 is primarily to give authority to the Board of Directors to allot and issue up to 10% of the issued capital at any time in their absolute discretion and for such purpose as they consider would be in the interest of the Company without convening a general meeting. This authority, if granted, is a renewal of the earlier General Mandate granted at the Seventeenth Annual General Meeting held on 18 June 2014 and unless revoked or varied at a general meeting, shall expire at the next Annual General Meeting of the Company.  
The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares. The Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued capital.  
In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares when the needs may arise during the financial year, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purpose.
- Ordinary Resolution 6 - ("Proposed RRPT Mandate")**  
The Proposed RRPT Mandate under Ordinary Resolution 6 is intended to renew the shareholders' mandate granted by the shareholders of the Company at the Seventeenth Annual General Meeting held on 18 June 2014.  
The Proposed RRPT Mandate is to facilitate transactions in the normal course of business of the Company and its subsidiaries ("the Group") which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arm's length basis and on the Group's normal commercial terms and are not prejudicial to the shareholders on terms not more favorable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.  
By obtaining the shareholders' mandate on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.  
Further information on Proposed RRPT Mandate is set out in the Circular to Shareholders of the Company which is despatched together with the Annual Report of the Company for the financial year ended 31 December 2014.