



MATRIX CONCEPTS HOLDINGS BERHAD

(Company No. 414615-U)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Matrix Concepts Holdings Berhad ("MCHB" or 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 10.45 a.m., or immediately upon the conclusion or the adjournment (as the case may be) of the Eighteenth (18th) Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.30 a.m., or at any adjournment thereof, whichever is the later for the purpose of considering and if thought fit, passing the following ordinary resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 77,832,315 NEW ORDINARY SHARES OF RM1.00 EACH IN MCHB ("MCHB SHARES") ("BONUS SHARES") TO BE CREDITED AS FULL PAID-UP ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY SIX (6) EXISTING MCHB SHARES HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF SHARES")

"THAT subject to the approvals of all relevant authorities or parties (where required) for the listing of and quotation for the Bonus Shares, authority be and is hereby given to the Board of Directors of the Company ("**Board**") to capitalise an amount of up to RM77,832,315 out of the Company's retained earnings and share premium account, and to apply the same for the purposes of issuing up to 77,832,315 Bonus Shares in the share capital of the Company credited as fully paid-up to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined by the Board on the basis of one (1) Bonus Share for every six (6) existing MCHB Shares held then by such shareholders on that date;

THAT fractional entitlements arising from the Proposed Bonus Issue of Shares, if any, shall be dealt in such a manner as the Board shall in their absolute discretion deem fit and expedient in the best interest of the Company;

THAT the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing MCHB Shares of the Company, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid to the shareholders, the entitlement date of which is prior to the date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Shares with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue of Shares."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 77,832,315 FREE WARRANTS IN MCHB ON THE BASIS OF ONE (1) WARRANT FOR EVERY SIX (6) EXISTING MCHB SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE OF SHARES ("PROPOSED BONUS ISSUE OF WARRANTS")

"THAT subject to approvals of all relevant authorities or parties (where required) being obtained, authority be and is hereby given to the Board to issue up to 77,832,315 Warrants to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on the Entitlement Date, on the basis of one (1) Warrant for every six (6) existing MCHB Shares held in the Company on the Entitlement Date in accordance with the provisions in the deed poll to be executed, constituting the Warrants ("**Deed Poll**");

THAT the Board be and is hereby authorised to issue such additional Warrants as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll ("**Additional Warrants**");

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new MCHB Shares arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new MCHB Shares arising from the exercise of subscription rights represented by the Additional Warrants;

THAT fractional entitlements of the Warrants arising from the Proposed Bonus Issue of Warrants, if any, will be disregarded and shall be dealt with in such manner as the Board shall in its absolute discretion deems fit and expedient in the best interest of the Company;

THAT the new MCHB Shares to be issued arising from the exercise of the Warrants and/or the Additional Warrants shall, upon allotment and issuance rank *pari passu* in all respects with the existing MCHB Shares, save and except that the new MCHB Shares will not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid which the entitlement date precedes the date of allotment and issuance of the new MCHB Shares arising from the exercise of the Warrants;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

BY ORDER OF THE BOARD

LOO KAH BOON (MAICSA 0784630)

Company Secretary
Seremban
Negeri Sembilan
18 May 2015

Notes:

- (1) For the purpose of determining a member who shall be entitled to attend and vote at the EGM, 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.
- (2) A member of the Company entitled to attend and vote at the EGM 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.
- (3) A member shall be entitled to appoint up to two (2) proxies to attend and vote at the EGM. 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.
- (4) 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.
- (5) 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.
- (6) 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 EGM or any adjournment thereof.