



ViTrox Corporation Berhad
(Company No. 649966-K) (Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of the Company will be held at the Auditorium of ViTrox Innovation Centre, 85A, Lintang Bayan Lepas 11, Bayan Lepas Industrial Park, Phase IV, 11900 Bayan Lepas, Penang on Friday, 19 June 2015 at 10.30 a.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the year ended 31 December 2014 together with the reports of the Directors and Auditors thereon. (Please refer to Note A)
 - To declare the following Dividends for the year ended 31 December 2014:-
 - A Special Dividend of 3.5 sen per share exempt from Income Tax; (Resolution 1)
 - A Final Dividend of 0.5 sen per share exempt from Income Tax. (Resolution 2)
 - To approve the payment of Directors' Fee of up to RM144,000 for the financial year ending 31 December 2015. (Resolution 3)
 - To re-elect the following directors retiring under the Article 85 of the Articles of Association of the Company, and who being eligible, offered themselves for re-election:-
 - Dato' Seri Dr. Kiew Kwong Sen (Resolution 4)
 - Prof Ir. Dr. Ahmad Fadzil Bin Mohamad Hani (Resolution 5)
 - To re-appoint Messrs. Crowe Horwath as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 6)
 - AS SPECIAL BUSINESSES
To consider and if thought fit, to pass the following resolution:-
ORDINARY RESOLUTIONS
 - Continue in Office as an Independent Non-Executive Director**
 - "That subject to the passing of Resolution 4, authority be and is hereby given to Dato' Seri Dr. Kiew Kwong Sen who has served as an Independent Non-Executive Chairman of the Company for a cumulative term of more than nine years, to continue to serve as Independent Non-Executive Chairman of the Company in accordance with the Malaysian Code on Corporate Governance 2012." (Resolution 7)
 - "That authority be and is hereby given to Chuah Poay Ngee who has served as an Independent Non-Executive Director of the Company to continue to serve as Independent Non-Executive Director of the Company upon expiry of her tenure of nine years as Independent Non-Executive Director on 14 November 2015 in accordance with the Malaysian Code on Corporate Governance 2012." (Resolution 8)
 - Authority to Issue Shares** (Resolution 9)

"That pursuant to Section 132D of the Companies Act, 1965 and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the issued share capital (excluding treasury shares) of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."
 - Renewal of Authority to Purchase its own Shares** (Resolution 10)

"That subject to the Companies Act, 1965, provisions of the Company's Memorandum and Articles of Association ("M&A") and the requirements of the Bursa Securities and other relevant governmental and regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to purchase its own shares through Bursa Securities, subject to the following:-

 - The maximum aggregate number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company at any point in time;
 - The maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the retained profits or share premium account of the Company. As at the latest financial year ended 31 December 2014, the audited retained profits and share premium account of the Company stood at RM431,907 and RM6,302,902 respectively;
 - The authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next AGM of the Company, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions or the expiration of the period within which the next AGM is required by law to be held or unless revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first;
 - Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:-
 - to cancel the shares so purchased; or
 - to retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
 - retain part of the shares so purchased as treasury shares and cancel the remainder.

The Directors of the Company be and are hereby authorised to take all such steps as are necessary and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, if any, as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares in accordance with the Companies Act, 1965, provisions of the Company's M&A, the requirements of the Bursa Securities and any other regulatory authorities, and other relevant approvals."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that the following Dividends for the year ended 31 December 2014, if approved, will be paid on 24 July 2015 to depositors registered in the Records of Depositors on 30 June 2015:-

- A Special Dividend of 3.5 sen per share exempt from Income Tax; and
- A Final Dividend of 0.5 sen per share exempt from Income Tax.

A Depositor shall qualify for entitlement to the Dividends in respect of:-

- shares transferred into the Depositor's Securities Account before 4.00 p.m. on 30 June 2015 in respect of ordinary transfers;
- shares bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the rules of Bursa Securities.

By Order of the Board,
HOW WEE LING (MAICSA 7033850)
OOI EAN HOON (MAICSA 7057078)
Secretaries

Penang
Date: 28 May 2015

NOTES:

- This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association do not require a formal approval of the shareholders and hence, is not put forward for voting.

Proxy

- For the purpose of determining a member who shall be entitled to attend and vote at the AGM, the Company shall be requesting the Record of Depositors as at 15 June 2015. Only a depositor whose name appears on the Record of Depositors as at 15 June 2015 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
- A member shall be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. 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) or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 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.
- The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office, 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang, Malaysia at least 48 hours before the time for holding the Meeting or any adjournments thereof.

Explanatory Note On Special Business:-

- Resolution 7 - Continue in Office as the Independent Non-Executive Chairman
Dato' Seri Dr. Kiew Kwong Sen has served the Board as an Independent Non-Executive Chairman of the Company for a cumulative term of nearly ten (10) years. After having assessed the independence of Dato' Seri Dr. Kiew and also the assessment by the Nominating Committee, regards him to be independent based amongst others, he has remained objective and independent in exercising his judgment when a matter is put before him for decision, he also has the necessary knowledge of the business and operations of the Group and has the experience to make informed decision and participate actively and contribute positively during deliberations or discussions at Board Meetings. To that, the Board with the recommendation of the Nominating Committee, recommend Dato' Seri Dr. Kiew to continue to serve as Independent Non-Executive Chairman of the Company.
- Resolution 8 - Continue in Office as an Independent Non-Executive Director
Ms. Chuah Poay Ngee is an Independent Non-Executive Director of the Company who has served on the Board since 15 November 2006. Her term of office as an Independent Non-Executive Director will be 9 years cumulatively by 14 November 2015. In accordance with the Malaysian Code on Corporate Governance 2012 (Code), the tenure of an independent director should not exceed a cumulative term of nine years. After having assessed the independence of Ms. Chuah and also the assessment by the Nominating Committee, regards her to be independent based amongst others, she has remained objective and independent in exercising her judgment when a matter is put before her for decision, she also has the experience to make informed decision and participate actively and contribute positively during deliberations or discussions at Board Meetings. To that, the Board with the recommendation of the Nominating Committee, recommend Ms. Chuah to continue to serve as Independent Non-Executive Director of the Company.
- Resolution 9 - the Authority to issue Shares
The proposed Resolution No. 9, if passed, will grant a renewed general mandate (Mandate 2015) and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting of the Company.
The Mandate 2015 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.
As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Tenth Annual General Meeting. The Company did not issue any share pursuant to the mandate granted because there was no investment, acquisition or working capital that required fund raising activity.
- Resolution 10 - Authority to Purchase its own Shares
The proposed Resolution No. 10, if passed, will give the Directors of the Company authority to purchase its own shares up to ten per centum (10%) of the issued and paid-up share capital of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.