

1DIMENSION

IDIMENSION CONSOLIDATED BERHAD

(Company No. 925990-A)
(Incorporated in Malaysia)

NOTICE OF FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting ("**5th AGM**") of the Company will be held at Spring 1, Nilai Springs Resort, PT 4770, Nilai Springs, 71800 Putra Nilai, Negeri Sembilan Darul Khusus on Friday, 19 June 2015 at 3:00 p.m., or immediately after the conclusion of the Extraordinary General Meeting scheduled to be held on the same day at 2:30 p.m., whichever is later, for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors thereon. *(Please refer to Note No. 6)*
- To approve the payment of Directors' Fees for the financial year ended 31 December 2014. *(Resolution 1)*
- To re-elect Datu Dr. Michael Dosim AK Lunjew who retires pursuant to Article 96(b) of the Company's Articles of Association. *(Resolution 2)*
- To appoint Messrs. BDO as Auditors of the Company in place of the retiring Auditors, Messrs. SJ Grant Thornton and to authorise the Directors to fix their remuneration.
Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 (a copy of which is annexed and marked as "Appendix I" in the Annual Report 2014) has been received by the Company for the nomination of Messrs. BDO, subject to their consent to act, for appointment as Auditors in place of the retiring Auditors, Messrs. SJ Grant Thornton and of the intention to propose the following ordinary resolution:-
"That subject to their consent to act, Messrs. BDO be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors, Messrs. SJ Grant Thornton to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed between the Directors and the Auditors."
(Resolution 3)
- As Special Business:
To consider and, if thought fit, with or without any modification, to pass the following resolution which will be proposed as ordinary resolution:-
ORDINARY RESOLUTION
- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965
"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and 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 commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
(Resolution 4)
- To transact any other ordinary business for which due notice has been given.

By Order of the Board

Chua Siew Chuan (MAICSA No.: 0777689)

Chin Mun Yee (MAICSA No.: 7019243)

Company Secretaries

Kuala Lumpur

28 May 2015

Explanatory Notes to Special Business:

1. Authority Pursuant to Section 132D of the Companies Act, 1965

The proposed adoption of the Ordinary Resolution is for the purpose of granting a renewed general mandate ("**General Mandate**") and empowering the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965 to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting ("**AGM**") of the Company.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Fourth AGM held on 20 June 2014 and which will lapse at the conclusion of the 5th AGM.

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 June 2015 ("**General Meeting Record of Depositors**") shall be eligible to attend the Meeting.
- Any member entitled to attend and vote at the Meeting shall be entitled to appoint any person as his proxy to attend and vote instead of the member. The provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company and there shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting shall have the same rights as the member to speak at the Meeting.
- If the appointer is a corporation, the instrument appointing a proxy shall be in writing and must be under its Common Seal or under the hand of an officer or attorney duly authorised in that behalf.
- 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 must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- The Agenda item no. 1 is meant for discussion only, as the provisions of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Mr. Khoo Han Sen who retires in accordance with Article 96(b) of the Company's Articles of Association, has expressed his intention not to seek for re-election. Hence, Mr. Khoo Han Sen will retain office until the close of the 5th AGM.