

MINTYE INDUSTRIES BHD.

(Company No: 26870-D)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 39th Annual General Meeting of the Company will be held at the Conference Room, Mintye Corporate Headquarters, No. 175, Jalan Usaha 3, Taman Perindustrian Air Keroh, 75450 Melaka on Wednesday, 15 July 2015 at 10.30 a.m. for the following purposes :

1. To receive the Audited Financial Statements for the financial year ended 31 January 2015 and the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note on Agenda 1)
2. To approve the payment of a First and Final Single Tier Dividend of 3% for the financial year ended 31 January 2015 as recommended by the Directors. Resolution 1
3. To approve the payment of Directors' fees of RM108,000 for the financial year ended 31 January 2015. Resolution 2
4. To re-elect the following Directors retiring under Article 94 of the Company's Articles of Association :
 - (a) Mr Yeo Kim Swee Resolution 3
 - (b) Tuan Haji Mazlan Bin Mohamad Resolution 4
5. To consider and if thought fit, pass the following resolution:
"THAT Mr Khor Kay Cham @ Koh Kay Cham, who retires in accordance with Section 129 of the Companies Act 1965, be and is hereby re-appointed Director of the Company to hold office until the next Annual General Meeting." Resolution 5

To record the retirement of Mr. Yeo Ah Tee, who will be retiring pursuant to Section 129 of the Companies Act 1965 and he has decided not to seek re-appointment. Hence, he will hold office until the conclusion of the 39th Annual General Meeting.

6. To re-appoint Messrs Lee & Lee as Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 6

AS SPECIAL BUSINESS:

To consider and if thought fit, pass the following resolutions :

7. **Ordinary Resolution**
Retention of Mr Khor Kay Cham @ Koh Kay Cham as Independent Director Resolution 7
"THAT Mr Khor Kay Cham @ Koh Kay Cham be and is hereby retained as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting pursuant to the Malaysian Code on Corporate Governance 2012."
8. **Ordinary Resolution**
Retention of Mr Goh Koong Yuen as Independent Director Resolution 8
"THAT Mr Goh Koong Yuen be and is hereby retained as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting pursuant to the Malaysian Code on Corporate Governance 2012."
9. **Ordinary Resolution**
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions Resolution 9
"THAT approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions from time to time, which is necessary for its day-to-day operations as set out in section 2.4 of the Circular to Shareholders dated 29 May 2015 which is of a revenue or trading nature and in the ordinary course of business and is on terms not more favourable to the related parties than those generally available to the public and not to the detriment of minority shareholders, subject to compliance with the Listing Requirements of Bursa Malaysia Securities Berhad, Companies Act 1965 ("Act"), the Company's Memorandum and Articles of Association and all other applicable laws, guidelines, rules and regulations.

THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until :

- (a) the conclusion of the next Annual General Meeting (“AGM”), at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act but shall 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.

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate.”

10. To transact any other ordinary business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that the First and Final Single Tier Dividend of 3% for the financial year ended 31 January 2015, if approved by the shareholders, will be paid on 6 August 2015 to depositors registered in the Record of Depositors at the close of business on 23 July 2015.

A depositor shall qualify for entitlement only in respect of :

- a) Shares transferred into the Depositors Securities Account before 4.00 p.m. on 23 July 2015 in respect of ordinary transfers; and
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

FONG WAI @ FOONG KAI MING
Company Secretary

Kuala Lumpur
29 May 2015

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies (but not more than two (2) proxies) to attend and vote on his behalf. A proxy may but need not be a member of the Company.
2. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Suite 729 7th Floor, Sun Kompleks, Jalan Bukit Bintang, 55100 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. If the appointer is a corporation, the Proxy form must be executed under its Common Seal or under the hand of its officer or duly authorized attorney.
4. Where a member of the Company is an authorized nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit on the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.

Explanatory Note on Agenda 1

This Agenda is meant for discussion only as the provision of Section 169(1) of the Companies Act does not require a formal approval of shareholders for the Audited Financial Statements and hence, Agenda 1 is not put forward for voting.

Explanatory Notes on Special Business

- (i) Resolution 7 and 8

The proposed Ordinary Resolutions 7 and 8, if passed, will allow both Mr Khor Kay Cham @ Koh Kay Cham and Mr Goh Koong Yuen to be retained and to continue acting as an Independent Non-Executive Directors of the Company and to hold office until the conclusion of the next AGM of the Company in line with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012. The justifications to recommend the retention of Mr Khor Kay Cham @ Koh Kay Cham and Mr Goh Koong Yuen as Independent Directors are set out on pages 18 & 19 of the Board's Corporate Governance Statement in the 2015 Annual Report.

- (ii) Resolution 9

The proposed Ordinary Resolution 9, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company as disclosed in the Circular to Shareholders dated 29 May 2015 which have been dispatched together with the Company's 2015 Annual Report.