

**INGENUITY CONSOLIDATED BERHAD** (Company No. 609423 V)  
Incorporated in Malaysia

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the **Twelfth Annual General Meeting** of the Company will be held at Persoft Tower, 16<sup>th</sup> Floor, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Thursday, 27<sup>th</sup> day of August 2015 at 10.00 a.m.** for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 <sup>st</sup> March 2015 together with the Reports of the Directors and Auditors thereon.	
2. To approve the payment of Directors' fees for the financial year ended 31 <sup>st</sup> March 2015.	Ordinary Resolution 1
3. To re-elect the following Directors retiring in accordance with the Company's Articles of Association: i) Ng Kok Hok [Article 76(2)] ii) Wong Eng Su [Article 76(3)]	Ordinary Resolution 2 Ordinary Resolution 3
4. To re-appoint Messrs SJ Grant Thornton as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.	Ordinary Resolution 4
<b>AS SPECIAL BUSINESS</b>	
5. <b>AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965.</b> "THAT, subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Act, to issue shares in the Company from time to time at such price and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued capital of the Company at the time of submission to the authority and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company. AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued."	Ordinary Resolution 5
6. To transact any other business which may be properly transacted at an annual general meeting for which due notice shall have been given.	

By Order of the Board

**LIM SECK WAH (MAICSA 0799845)**

Company Secretary

Dated this 5<sup>th</sup> day of August 2015.

Kuala Lumpur

**Notes:**

- For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 21 August 2015. Only a depositor whose name appears on the Record of Depositors as at 21 August 2015 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
- A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. A proxy needs not be a member of the Company.
- Where a member appoints two (2) proxies to attend at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- 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.
- If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney duly authorized.
- The Form of Proxy must be deposited at the Company's Registered Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- Explanatory notes on Special Business.

**Ordinary Resolution 5 - Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares.**

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act 1965 at the Twelfth Annual General Meeting of the Company. A general mandate had been granted by the shareholders of the Company at the Eleventh Annual General Meeting of the Company held on 28<sup>th</sup> August 2014, however, the Company has yet to complete the implementation of the private placement and hence, no proceeds were raised.

The purpose to seek the general mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting. The proposed general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment projects, business expansion, working capital and/or acquisitions.