

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of RCE Capital Berhad ("**RCE**" or the "**Company**") will be held at Nexus Ballroom 1, Level 3A, Connexion@Nexus, No. 7 Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia on Wednesday, 2 September 2015 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Sixty-First Annual General Meeting of RCE, which will be held at the same venue and on the same day at 10.30 a.m., whichever is later, for the purpose of considering and if thought fit, passing the following resolutions with or without modification:

**ORDINARY RESOLUTION 1****PROPOSED TERMINATION OF RCE'S EXISTING EMPLOYEES' SHARE OPTION SCHEME ("2009 ESOS") ("PROPOSED ESOS TERMINATION")**

**"THAT**, subject to the passing of Ordinary Resolution 2, the consent of the option holders of the 2009 ESOS and the implementation of the proposed establishment of a new employees' share scheme, the Company is hereby authorised to terminate the 2009 ESOS which was implemented on 15 September 2009.

**AND THAT** the Directors of the Company be and are hereby authorised to do all such acts as they may consider necessary or expedient to give effect to the Proposed ESOS Termination with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities."

**ORDINARY RESOLUTION 2****PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE SCHEME ("PROPOSED ESS")**

**"THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Company be and is hereby authorised:-

- (a) to establish, implement and administer the Proposed ESS for the benefit of the eligible executive directors and employees of the Company and its subsidiaries which are not dormant ("**Group**") who meets the criteria of eligibility for participation in the Proposed ESS ("**Eligible Persons**") in accordance with the draft By-Laws ("**By-Laws**") which is set out in Appendix II of the Circular to Shareholders dated 11 August 2015 ("**Circular**");
- (b) to appoint a trustee to facilitate the implementation of the Proposed ESS (if required);
- (c) to provide money or other assistance (financial or otherwise), and/or to authorise and/or procure any one or more of the subsidiaries of the Company, to provide money or other assistance (financial or otherwise) from time to time if required to enable the trustee to subscribe for and/or acquire new or existing ordinary shares of RM0.10 each in the Company (or any other par value of the Company, as may be determined and/or amended from time to time) ("**Shares**") and/or payment of equivalent cash value to the Eligible Persons, to the extent permitted by law;
- (d) to make the necessary applications to Bursa Malaysia Securities Berhad ("**Bursa Securities**") and do all things necessary at the appropriate time or times for permission to deal in and for the listing of and quotation for the new Shares that may hereafter or from time to time be allotted and issued pursuant to the Proposed ESS;
- (e) to modify and/or amend the By-Laws from time to time as may be required/permitted by the relevant authorities or deemed necessary by the relevant authorities or the Board of Directors of the Company or any committee of the Proposed ESS established or appointed by it provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws;
- (f) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and terms of the By-Laws; and
- (g) to allot and issue and/or procure for delivery from time to time such number of Shares or new Shares which may be made available under the Proposed ESS provided the maximum number of Shares to be allotted and issued pursuant to the Proposed ESS and any other schemes involving issuance of new Shares to be implemented by the Company shall not at any point in time in aggregate exceed fifteen percent (15%) of the issued and paid-up share capital of the Company (excluding treasury shares) or such other percentage of the issued and paid-up share capital of the Company (excluding treasury shares) that may be permitted by Bursa Securities or any other relevant authorities from time to time during the duration of the Proposed ESS.

**AND THAT** the Directors of the Company be and are hereby authorised to give effect to the Proposed ESS with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities.

**AND FURTHER THAT** the proposed By-Laws of the Proposed ESS, as set out in Appendix II of the Circular, be and is hereby approved."

**ORDINARY RESOLUTION 3****PROPOSED ALLOCATION OF ESOS AWARD AND RSG AWARD TO LOH KAM CHUIN, CHIEF EXECUTIVE OFFICER OF THE COMPANY**

**"THAT**, subject to the passing of the Ordinary Resolutions 1 and 2, the Directors of the Company be and are hereby authorised at any time and from time to time to grant to Loh Kam Chuin, Chief Executive Officer of the Company, such number of Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of ESOS options, Shares and/or the equivalent cash value or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that not more than ten percent (10%) (or such percentage as allowable by the relevant authorities) of the Shares available under the Proposed ESS shall be allocated to any eligible Director or employee who, either singly or collectively through persons connected with the eligible Director or employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix II of the Circular."

By Order of the Board

**JOHNSON YAP CHOON SENG (MIA 20766)**

**SEOW FEI SAN (MAICSA 7009732)**

Secretaries

Petaling Jaya  
11 August 2015

**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 25 August 2015 shall be eligible to attend, speak and vote at the Extraordinary General Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy.
3. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
4. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint 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. A member who is an exempt authorised nominee is entitled to appoint multiple proxies for each omnibus account it holds.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of the attorney.
7. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notariably certified copy thereof must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS 7/26, 47301 Petaling Jaya, Selangor, Malaysia not less than forty-eight (48) hours before the time fixed for holding the Meeting or any adjournment thereof.