

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of SUPERLON HOLDINGS BERHAD ("Superlon" or "the Company") will be held at Botanic Room, Botanic Resort Club, No.1, Jalan Ambang Botanic, Bandar Botanic, 41200 Klang, Selangor Darul Ehsan on Tuesday, 29 September 2015 at 10.30 a.m. for the following purposes:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 April 2015 together with the Reports of Directors and Auditors thereon (Please refer to Note A).
- To approve the payment of Directors' fees for the financial year ended 30 April 2015. **(Ordinary Resolution 1)**
- To re-elect the following Directors who retire in accordance with Article 96 of the Company's Articles of Association.
(1) Mdm Liu Lee, Hsiu-Lin (also known as Jessica H. Liu) **(Ordinary Resolution 2)**
(2) Mr Yee Wei Meng **(Ordinary Resolution 3)**
- To consider and if thought fit, to pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965:-
"THAT Mr Lim E @ Lim Hoon Nam, retiring pursuant to Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." **(Ordinary Resolution 4)**
- To approve the re-appointment of retiring Auditors, Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

As Special Business

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

- Authority to Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965**
"THAT, subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and approval and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors be and are hereby empowered pursuant to Section 132D of the Act to allot and issue new ordinary shares of RM0.50 each in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital for the time being of the Company AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company." **(Ordinary Resolution 6)**
- Proposed renewal of authority to the Company to purchase its own ordinary shares up to ten percent (10%) of its issued and paid-up capital**

"THAT, subject to compliance with the Act, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, regulations and guidelines and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to allocate an amount not exceeding the total share premium reserve and retained profit of the Company for the purpose of and to purchase such amount of ordinary shares of RM0.50 each ("Superlon Shares") in the Company ("Proposed Share Buy-Back Renewal") as may be determined by the Directors of the Company provided that the aggregate number of Superlon Shares purchased and/or held as treasury shares pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up capital of the Company.

THAT upon completion of the purchase by the Company of its own shares, the Directors are authorized to deal with the Superlon Shares in the following manner:-

- cancel the Superlon Shares so purchased; or
- retain the Superlon Shares so purchased as treasury shares; or
- retain part of Superlon Shares so purchased as treasury shares and cancel the remainder; or
- if held as treasury shares, to resell the treasury shares on Bursa Securities and/or distribute the treasury shares as dividends to the Company's shareholders and/or subsequently cancel the treasury shares or any combination thereof;

and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

AND THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will continue to be in full force until:

- the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution was passed at which time it shall lapse unless by an 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 annual general meeting after that date is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever is the earliest and the Directors and/or any of them be and are hereby authorized to complete and do all such acts and things deemed fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back Renewal contemplated and/or authorized by this resolution." **(Ordinary Resolution 7)**

8. Proposed retention of Independent Director

"THAT subject to the passing of Ordinary Resolution no. 4, approval be and is hereby given to Mr Lim E @ Lim Hoon Nam, who has served as an Independent Non-Executive Director of the Company for a cumulative term of nearly nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012." **(Ordinary Resolution 8)**

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

By order of the Board

PANG KAH MAN (MIA 18831)
Company Secretary

Kuala Lumpur
26 August 2015

NOTES:-

- This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence, is not put forward for voting.
- Only depositors whose names appear in the Record of Depositors as at 21 September 2015 shall be regarded as members and be entitled to attend, speak and vote at the Meeting.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting on a show of hands or on a poll in his stead provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are complied with. There shall be no restriction as to the qualification of the 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.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. If the appointor is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Registered Office of the Company at 3-2, 3rd Mile Square, No. 151 Jalan Kelang Lama, Batu 3½, 58100 Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding this meeting or any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

1. Ordinary Resolution no. 6

Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution no. 6 under Item 6, if passed, will grant general mandate ("General Mandate") and empower the Directors of the Company, from the date of the forthcoming annual general meeting to allot and issue shares in the Company up to an amount not exceeding in total ten percent (10%) of the issued and paid-up capital of the Company for the time being for such purposes as they may think fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, shall continue to be in full force until the conclusion of the next annual general meeting of the Company.

As at the date of this Notice, no new shares were being issued by the Company pursuant to the previous mandate granted to the Directors since the last annual general meeting held on 16 October 2014.

The General Mandate, if granted 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 project(s), working capital and/or acquisition.

2. Ordinary Resolution no. 7

Proposed renewal of authority for purchase of own shares by the Company

The proposed Ordinary Resolution no. 7 under Item 7, if passed, will allow the Board of Directors to exercise the power of the Company to purchase not more than ten percent (10%) of the issued and paid-up share capital of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next annual general meeting of the Company.

Further details are set out in the Circular to Shareholders dated 26 August 2015.

3. Ordinary Resolution no. 8

Proposed retention of Independent Director

The Nomination Committee has assessed the independence of the Director, Mr Lim E @ Lim Hoon Nam who has served as Independent Non-Executive Director of the Company for a cumulative term of nearly nine (9) years from the date of his appointment on 21 January 2007. Notwithstanding his long tenure in office, the Board (based on the recommendations made by the Nomination Committee (save and except for interested Director)) is unanimously of the opinion that Mr Lim E @ Lim Hoon Nam can continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

- He fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), and thus, he would be able to function as check and balance, provide a broader view and brings an element of objectivity to the Board.
- During his tenure in office, he has not developed, established or maintained any significant relationship which would impair his independence as Independent Director with the Executive Directors and major shareholders other than normal engagements and interactions on a professional level consistent and expected of him to carry out his duties as Independent Non-Executive Director and chairman of the Board and Audit Committee;
- During his tenure in office, he has never transacted or entered into any transactions with, nor provided any services to the Company and its subsidiaries, within the scope and meaning as set forth under Paragraph 5 of Practice Note 13 of Listing Requirements;
- He is currently not sitting on the board of any other public and/or private companies having the same nature of business as that of the Company and its subsidiaries;
- Other than Director's fees and allowances paid in accordance with the industry norm and within the acceptable market rates which have been duly disclosed in the Annual Report, there are no other incentives or benefits of whatsoever nature that had been paid to him by the Company during his tenure in office as Independent Non-Executive Director in the Company; and
- Mr. Lim's qualifications and vast experience are invaluable to the Group. He has detailed knowledge of the Group and has proven commitment and competency to effectively oversee and advise the Board.