



RESINTECH BERHAD

(COMPANY NO.: 341662-X)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of RESINTECH BERHAD will be held at Concorde Hotel Shah Alam, Gallery 1, Level 3, No. 3, Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan on Tuesday, 29 September 2015 at 9.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

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| 1. To table the Audited Financial Statements for the financial year ended 31 March 2015 together with the Reports of Directors and Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. To re-elect the following Directors, who retire pursuant to Article 126 of the Articles of Association of the Company: | |
| 2.1 Dato' Dr. Teh Kim Poo | Ordinary Resolution 1 |
| 2.2 Wei Hwei Hong | Ordinary Resolution 2 |
| 3. To approve the payment of Directors' Fees of RM111,600 for the financial year ended 31 March 2015. | Ordinary Resolution 3 |
| 4. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 4 |

As Special Business

To consider and, if thought fit, to pass the following resolutions with or without any modification:

5. AUTHORITY TO ISSUE SHARES

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."

Ordinary Resolution 5

6. RE-APPOINTMENT OF DIRECTOR PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Abu Sujak Bin Mahmud be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting."

Ordinary Resolution 6

7. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS

(i) "THAT subject to the passing of Ordinary Resolution 6, authority be and is hereby given to Dato' Abu Sujak Bin Mahmud who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company."

Ordinary Resolution 7

(ii) "THAT authority be and is hereby given to Encik Khairul Anuar Bin Shahrudin who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company."

Ordinary Resolution 8

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

By Order of the Board

TEO MEE HUI (MAICSA 7050642)

LIM LEE KUAN (MAICSA 7017753)

Company Secretaries

Selangor Darul Ehsan

28 August 2015

Notes:

- Member entitled to attend and vote at the meeting may appoint another person as his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- A Member may appoint only one (1) proxy or attorney or authorised representative. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint only 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.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other attorney, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding of the meeting or adjourned meeting.
- The Date of Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the meeting is 21 September 2015.

Explanatory Notes to Special Business:

1. Item 1 of the Agenda - Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 March 2015

The Audited Financial Statements under 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 this item is not put forward for voting.

2. Item 5 of the Agenda - Ordinary Resolution 5

The proposed resolution, if passed, will give flexibility to the Directors to issue shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of next Annual General Meeting of the Company.

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

3. Item 6 of the Agenda - Ordinary Resolution 6

The proposed Ordinary Resolutions 6, if passed, will allow the director who is of or over the age of 70 years to be re-appointed as directors of public company pursuant to Section 129 of the Companies Act, 1965.

A vote by the majority of not less than three-fourths of members who are entitled to vote and voting in person or by proxy is required to pass this resolution.

4. Item 7 of the Agenda - Ordinary Resolutions 7 & 8

The Nomination Committee has assessed the independence of Dato' Abu Sujak Bin Mahmud and Encik Khairul Anuar Bin Shahrudin, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, and recommended them to continue act as Independent Non-Executive Directors of the Company based on the following justifications:-

- they fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, they would be able to provide check and balance and bring an element of objectivity to the Board;
- they are familiar with the Company's business operations and are able to advise the Board diligently on business legacy matters before the change in controlling interest;
- they were not appointed by the current controlling shareholder and hence the issue on special relationship with or loyalty to the controlling shareholder does not arise;
- they have devoted sufficient time and attention to their professional obligations for informed and balanced decision making by actively participated in board discussion and provided an independent voice to the Board; and
- they have exercised their due care during their tenure as Independent Non-Executive Directors of the Company and carried out their professional duties in the best interest of the Company and shareholders.