



Reliance Pacific Berhad (244521 A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 23rd Annual General Meeting of Reliance Pacific Berhad will be held at the Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 23 September 2015 at 3.00 p.m. to transact the following business:-

AGENDA

A. ORDINARY BUSINESS

- 1.0 To receive the audited financial statements together with the reports of the Directors and Auditors for the financial year ended 31 March 2015.
- 2.0 Re-appointment of Messrs AljeffriDean as Auditors and that authority be and is hereby given for the Directors to determine their remuneration. (Ordinary Resolution 1)
- 3.0 Approval of directors' fees for the financial year ended 31 March 2015. (Ordinary Resolution 2)
- 4.0 Re-election of Directors.
- 4.1 Re-election of Datin Irene Tan who is retiring in accordance with Article 130 of the Company's Articles of Association. (Ordinary Resolution 3)
- 4.2 Re-election of the following directors retiring under Article 98 of the Company's Articles of Association:-
 - (i) Tan Sri Dato' Sri Dr Samsudin Bin Hitam (Ordinary Resolution 4)
 - (ii) See Ah Sing (Ordinary Resolution 5)
 - (iii) Abdul Aziz Bin Abdul Wahab (Ordinary Resolution 6)

B. SPECIAL BUSINESS

To consider and, if thought fit, pass the following Ordinary Resolution:-

- 1.0 Proposed Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate").

"THAT subject to the Companies' Act, 1965 ("the Act") the Memorandum and Articles of Association of the Company, the requirements of the Bursa Malaysia Securities Berhad and all relevant authorities, approval be and is hereby given to the Company and its subsidiaries, to enter and give effect to specified recurrent related party transactions of a revenue or trading nature and with specified classes of the related parties as stated in Section 2.1 of the Circular to shareholders dated 28 August 2015 which are necessary for the Group's day-to-day operations subject further to the following:-

 - (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties other than those generally available to the public and are not to the detriment of the minority shareholders; and
 - (ii) the Proposed Shareholders' Mandate is subject to annual renewal, if approved by the Shareholders of RPB at the forthcoming 23rd AGM shall take immediate effect from the date of the 23rd AGM and continue to be in force until:-
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming 23rd AGM at which such Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by the resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM 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 the earlier.

AND THAT the Directors be and are hereby empowered to do all acts and things as they may be considered expedient or necessary to give full effect to the Proposed Shareholders' Mandate on recurrent related party transactions with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities". (Ordinary Resolution 7)

C. ANY OTHER BUSINESS

- 1.0 To transact any other business of which due notice shall have been given in accordance with the Companies' Act, 1965 and the Company's Articles of Association.

By Order of the Board

Tan Bee Leng @ Belinda (MAICSA No. 7009994)
Secretary

Kuala Lumpur
Date: 28 August 2015

NOTES

1. *Appointment of Proxy and Entitlement of Attendance*
 - (i) Depositors whose name appear in the Record of Depositors as at 15 September 2015 shall be regarded as members of the Company entitled to attend and vote at the meeting.
 - (ii) A proxy need not be a member of the Company.
 - (iii) Subject to paragraph (iv) below, a member may appoint not more than two (2) proxies to attend and vote at the meeting.
 - (iv) 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
 - (v) The Form of Proxy must be signed by the appointer or by his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under hand of an officer or attorney duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
 - (vi) The Proxy Form must be deposited at the Registered Office of the Company at Unit E-3-1, Level 3, Block E, Southgate Commercial Centre, No. 2, Jalan Dua, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.
2. *Audited financial statements*

The agenda is meant for discussion only under the provisions of Section 169(1) of the Companies' Act, 1965, the audited financial statements do not require formal approval of the shareholders, hence the matter will not be put for voting.
3. *Proposed Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature*

The proposed Ordinary Resolution 7, if passed, will empower the Directors from the date of the 23rd Annual General Meeting ("AGM"), to deal with the related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations. These Recurrent Related Party Transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. Please refer to the Circular to Shareholders dated 28 August 2015 with regard to the Ordinary Resolution 7.