



POHUAT RESOURCES HOLDINGS BERHAD

(Company No.: 443169-X)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Poh Huat Resources Holdings ("POHUAT" or the "Company") will be held at Classic 1, Ballroom, Classic Hotel, 69, Jalan Ali, 84000 Muar, Johor Darul Takzim on Thursday, 1 October 2015 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION 1

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM1.00 EACH IN POHUAT INTO TWO (2) ORDINARY SHARES OF RM0.50 EACH IN POHUAT ("POHUAT SHARE(S)" OR "SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED SHARE SPLIT")

"**THAT**, subject to the passing of the Special Resolution, and the approvals of all relevant regulatory authorities being obtained, where required, approval be and is hereby given to the Board of Directors of the Company ("Board") to subdivide each of the existing ordinary shares of RM1.00 each in POHUAT, held by the shareholders of POHUAT whose names appear in the Record of Depositors of the Company as at the close of business on a date to be determined and announced later by the Board ("Share Split Entitlement Date"), into two (2) ordinary shares of RM0.50 each in POHUAT;

THAT, upon subdivision, the Shares shall, upon allotment and issuance, rank *pari passu* in all respects with each other;

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Share Split with full powers to assent to any conditions, variations, modifications, termination and/ or amendments in any manner as may be required by the relevant authorities deemed necessary by the Board, and to take all steps and to do all such acts and matters as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Share Split."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 56,693,552 NEW WARRANTS IN POHUAT ("WARRANT(S)" ON THE BASIS OF ONE (1) FREE WARRANT FOR EVERY FOUR (4) POHUAT SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED SHARE SPLIT TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF WARRANTS")

"**THAT**, subject to the passing of Ordinary Resolution 1 and the Special Resolution, and the approvals of all relevant regulatory authorities being obtained, where required, approval be and is hereby given to the Board to issue up to 56,693,552 Warrants with an exercise price of RM1.00 per Warrant to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the same date as the Share Split Entitlement Date, on the basis of one (1) free Warrant for every four (4) POHUAT Shares held;

THAT, the Board be and is hereby authorised to enter into and execute the deed poll constituting the Warrants ("Deed Poll") and with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and with full powers for the Board to implement, finalise and give effect to the aforesaid Deed Poll and that the Common Seal of the Company be affixed to the Deed Poll in accordance with the Article of Association of the Company;

THAT, the Board be and is hereby authorised to allot and issue such appropriate number of Warrants in accordance with the provisions of the Deed Poll, including any additional Warrants as may be required or permitted to be issued as a consequence of the adjustments in accordance with the provisions of the Deed Poll and to adjust from time to time the exercise price and/ or number of the Warrants to which the holder(s) of the Warrants are entitled to be issued as a consequence of the adjustments under the provision of Deed Poll;

THAT, the Board be and is hereby authorised to allot and issue such appropriate number of new POHUAT Shares credited as full paid-up, arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll;

THAT, the Board be and is hereby authorised to deal with any fractional entitlements of the Warrants that may arise from the Proposed Bonus Issue of Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT, the new Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, save and except that the new Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the new Shares arising from the exercise of the Warrants;

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Amendments with full powers to assent to any conditions, variations, modifications, termination and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF POHUAT ("PROPOSED AMENDMENTS")

"**THAT**, subject to the passing of Ordinary Resolution 1, and the approvals of all relevant regulatory authorities being obtained, where required, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum and Articles of Association of POHUAT in the following manner:-

| Clause 5 of Memorandum of Association | Existing | Proposed amendment |
|---------------------------------------|---|--|
| | The capital of the Company is Ringgit Malaysia Five Hundred Million (RM500,000,000.00) divided into Five Hundred Million ordinary shares of Ringgit Malaysia One (RM1.00) each with power from time to time to increase or reduce its capital, to divide the shares in the capital into several classes, and to attach to any class or classes of shares any preferential, deferred, qualified or special rights, privileges or conditions. | The capital of the Company is Ringgit Malaysia Five Hundred Million (RM500,000,000.00) divided into One Billion ordinary shares of Ringgit Malaysia Fifty Sen (RM0.50) each with power from time to time to increase or reduce its capital, to divide the shares in the capital into several classes, and to attach to any class or classes of shares any preferential, deferred, qualified or special rights, privileges or conditions. |
| Article 3 of Articles of Association | The authorised capital of the Company is Ringgit Malaysia Five Hundred Million (RM500,000,000-00) divided into Five Hundred Million (500,000,000) shares of Ringgit Malaysia One only (RM1.00) each. | The authorised capital of the Company is Ringgit Malaysia Five Hundred Million (RM500,000,000-00) divided into One Billion (1,000,000,000) shares of Ringgit Malaysia Fifty Sen only (RM0.50) each. |

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Amendments with full powers to assent to any conditions, variations, modifications, termination and/ or amendments in any manner as may be required by the relevant authorities deemed necessary by the Board, and to take all steps and to do all such acts and matters as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments."

By Order of the Board

Pang Kah Man (MIA 18831)
Company Secretary

Johor Darul Takzim
9 September 2015

Notes:-

1. A member entitled to attend, speak and vote at the Meeting is entitled to appoint at least one (1) proxy to attend, speak and vote in his stead and where a member appoints two (2) or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member of the Company 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 as defined under the Securities Industry (Central Depositories) Act 1991 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 appointment of two (2) or more proxies in respect of any particular securities account or omnibus account shall be invalid unless the authorised nominee or exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation, under its common seal or the hand of its attorney.
4. The form of proxy must be deposited at the registered office of the Company at No. 7 (1st Floor), Jalan Pesta 1/1, Taman Tun Dr Ismail 1, Jalan Bakri, 84000 Muar, Johor Darul Takzim, not less than 48 hours before the time appointed for the holding of the Meeting or at any adjournment thereof.
5. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/ her/ their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
6. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 22 September 2015 shall be regarded as a member and entitled to attend, speak and vote at the Meeting or appoint proxy to attend, speak and/ or vote on his/ her behalf.