



KOTRA INDUSTRIES BERHAD

(497632-P)

(Incorporated in Malaysia under the Companies Act 1965)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 16th Annual General Meeting (AGM) of the Company will be held at the Auditorium Hall, Kotra Pharma Technology Centre, No. 2, Jalan TTC 12, Cheng Industrial Estate, 75250 Melaka on Thursday, 26 November 2015 at 3.30p.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2015 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A**
- To approve the payment of Directors' fees for the financial year ended 30 June 2015. **(Resolution 1)**
- To re-elect the following Directors who retire pursuant to Article 97(1) of the Company's Articles of Association, who being eligible, offered themselves for re-election:- **(Resolution 2)**
 - Piong Teck Onn **(Resolution 2)**
 - Chin Swee Chang **(Resolution 3)**
- To re-appoint Crowe Horwath as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Resolution 4)**

AS SPECIAL BUSINESS

- To consider and if thought fit, to pass the following Ordinary Resolution pursuant to Section 129(6) of the Companies Act, 1965:-
That pursuant to Section 129(6) of the Companies Act, 1965, P'ng Beng Hoe, who has exceeded the age of 70 years be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting. **(Resolution 5)**
- To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions of the Company:- **(Resolution 6)**

Authority to Issue and Allot Shares pursuant to Section 132D of the Companies Act, 1965

That subject always to the approvals of the relevant authorities and pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue and allot ordinary shares in the Company at any time, upon such terms and conditions, for such purposes and to such person(s) as the Directors may in their discretion deem fit provided that the aggregate number of ordinary shares to be issued does not exceed ten per centum (10%) of the total issued share capital of the Company at the time of issue and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature **(Resolution 7)**

That pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies (the Group) be and are hereby authorised to enter into and give effect to recurrent related party transactions of a revenue or trading nature as set out in Section 2.3.2(a) of the Circular to Shareholders dated 30 October 2015, which are necessary for the Group's day-to-day operations in the ordinary course of business, on terms not more favorable than those generally available to the public and not detrimental to the minority shareholders of the Company.

That such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting (AGM) of the Company, at which time it will lapse, unless authority is renewed by a resolution passed at the next AGM;
 - the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (the Act) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - revoked or varied by resolution passed by the shareholders of the Company in a general meeting, before the next AGM;
- whichever is the earlier.

And that the Directors of the Company be authorised to act for and on behalf of the Company, to take all such steps and execute all necessary documents as they may consider expedient or deem fit in the best interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

Proposed Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature **(Resolution 8)**

That pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies (the Group) be and are hereby authorised to enter into and give effect to recurrent related party transactions of a revenue or trading nature as set out in Section 2.3.2(b) of the Circular to Shareholders dated 30 October 2015, which are necessary for the Group's day-to-day operations in the ordinary course of business, on terms not more favorable than those generally available to the public and not detrimental to the minority shareholders of the Company.

That such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting (AGM) of the Company, at which time it will lapse, unless authority is renewed by a resolution passed at the next AGM;
 - the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (the Act) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - revoked or varied by resolution passed by the shareholders of the Company in a general meeting, before the next AGM;
- whichever is the earlier.

And that the Directors of the Company be authorised to act for and on behalf of the Company, to take all such steps and execute all necessary documents as they may consider expedient or deem fit in the best interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

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

By Order of the Board

Chua Siew Chuan (MAICSA 0777689)

Mak Chooi Peng (MAICSA 7017931)

Sean Ne Teo (LS 0008058)

Company Secretaries

Melaka

30 October 2015

NOTES:

- The 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 for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Proxy

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 November 2015 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote in his stead. A proxy may but does not need to be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 need not be complied with. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualifications of the proxy.
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- 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 must be deposited at the Registered Office of the Company at No. 60-1, Jalan Legenda 5, Taman 1 Legenda, 75400 Melaka not less than 48 hours before the time for holding the Meeting or at any adjournment thereof.

Explanatory Notes:-

- Resolution 5 P'ng Beng Hoe, who has attained the age of 70 years, has offered himself for re-election as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting. The re-appointment, shall take effect if the proposed Resolution 5 is passed by a majority of not less than three-fourths of such members as being entitled to vote in person or, where proxies are allowed, by proxy at this 16th AGM of which not less than 21 days' notice has been given.
- The proposed Resolution 6, if passed, will empower the Directors of the Company to issue and allot not more than 10% of the Company's total issued share capital speedily without having to convene a general meeting. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company. Instances for which the Company may issue new shares within this general mandate include but not limited to the purpose(s) of raising fund through private placement for investments, working capital and/or acquisitions. This general mandate sought by the Company is to renew the general mandate granted to the Directors at the 15th AGM held on 3 December 2014 to issue shares pursuant to Section 132D of the Companies Act, 1965. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 3 December 2014 which will lapse at the conclusion of the forthcoming AGM.
- The proposed adoption of Resolutions 7 & 8 are to renew the Shareholders' Mandate granted by the shareholders of the Company at the 15th AGM held on 3 December 2014 and new Shareholders' Mandate. The proposed Shareholders' Mandates will enable the Group to enter into the Recurrent Related Party Transactions of a Revenue or Trading Nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favorable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. Further information on the proposed Resolutions 7 & 8 are set out in the Circular to Shareholders dated 30 October 2015.