

RCE

RCE CAPITAL BERHAD

(2444-M)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of RCE Capital Berhad ("RCE" or the "Company") will be held at Ballroom 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor, Malaysia on Thursday, 14 January 2016 at 10.30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions with or without modification:

SPECIAL RESOLUTION 1

PROPOSED CAPITAL REPAYMENT VIDE A CAPITAL REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF RCE PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("ACT") INVOLVING THE CANCELLATION OF RM0.075 OF THE PAR VALUE OF EACH EXISTING ORDINARY SHARE OF RM0.10 IN RCE ("PROPOSED CAPITAL REPAYMENT")

THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties (where applicable) and the confirmation by the High Court of Malaya being obtained, approval be and is hereby given to the Company pursuant to Article 52 of RCE's Articles of Association, to effect a capital repayment to return to the entitled shareholders of RCE, at an entitlement date to be determined and announced later ("**Capital Repayment Entitlement Date**"), vide a capital reduction and repayment exercise under Section 64 of the Act involving the cancellation of RM0.075 of the par value of every existing ordinary share of RM0.10 in RCE ("**Proposed Share Capital Reduction**");

THAT following the Proposed Share Capital Reduction, approval is hereby given for the Company to make a distribution to all the shareholders of the Company on the basis of RM0.075 for every one (1) ordinary share held on the Capital Repayment Entitlement Date;

AND THAT the Board be and is hereby authorised with full powers to take all such steps as it may deem necessary:

- (i) to determine the Capital Repayment Entitlement Date;
- (ii) to assent to any conditions, stipulations, modifications, variations and amendments imposed by the High Court of Malaya;
- (iii) to lodge an office copy of the order of the High Court of Malaya referred to in this resolution with the Companies Commission of Malaysia on such date as the Board may determine; and
- (iv) to do all such acts, deeds and/or things incidental, and/or as may be required or as they consider necessary and expedient in the best interest of the Company, to give full effect to and complete the Proposed Share Capital Reduction.

ORDINARY RESOLUTION 1

PROPOSED SHARE CONSOLIDATION INVOLVING THE CONSOLIDATION OF EVERY FOUR (4) ORDINARY SHARES OF RM0.025 EACH IN RCE INTO ONE (1) NEW ORDINARY SHARE OF RM0.10 EACH IN RCE ("PROPOSED SHARE CONSOLIDATION")

THAT subject to the passing of Special Resolution 1 and the approvals of all relevant authorities and/or parties being obtained (where applicable), as well as the completion of the Proposed Share Capital Reduction, approval be and is hereby given to the Company to consolidate every four (4) ordinary shares of RM0.025 each held by the registered shareholders of RCE whose names appear in RCE's Record of Depositors at an entitlement date to be determined and announced later into one (1) ordinary share of RM0.10 each ("**Consolidated Shares**");

THAT the Consolidated Shares shall, upon allotment and issuance, rank pari passu in all respects with each other and any fractional entitlements arising from the Consolidated Shares shall be disregarded and shall be dealt with in such manner as the Board shall in its absolute discretion deems fit and expedient in order to minimise the incidence of odd lots, and in the best interest of RCE;

AND THAT authority be and is hereby given to the Board to give full effect to the Proposed Share Consolidation with full powers to make any variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as the Board deems fit, in the best interest of RCE, and to take all steps and do all things necessary or expedient in order to implement, finalise and give full effect to the Proposed Share Consolidation.

By Order of the Board

JOHNSON YAP CHOON SENG (MIA 20766)

SEOW FEI SAN (MAICSA 7009732)

Secretaries

Petaling Jaya

23 December 2015

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 7 January 2016 shall be eligible to attend, speak and vote at the Extraordinary General Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy.
3. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
4. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint 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.
5. A member who is an exempt authorised nominee is entitled to appoint multiple proxies for each omnibus account it holds.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of the attorney.
7. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS 7/26, 47301 Petaling Jaya, Selangor, Malaysia not less than forty-eight (48) hours before the time fixed for holding the Meeting or any adjournment thereof.