



**MULPHA**  
**MULPHA INTERNATIONAL BHD**  
(Company No.: 19764-T)  
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Mulpha International Bhd ("Mulpha" or the "Company") which is scheduled to be held at Level 11, Menara Mudajaya, No. 12A, Jalan PJJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Friday, 12 February 2016 at 2.30 p.m. for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

**ORDINARY RESOLUTION 1**

**PROPOSED RENOUNCEABLE TWO (2)-CALL RIGHTS ISSUE OF 1,066,826,679 NEW ORDINARY SHARES OF RM0.50 EACH IN MULPHA ("MULPHA SHARE(S)") ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING MULPHA SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER, AT AN INDICATIVE ISSUE PRICE OF RM0.50 PER RIGHTS SHARE, OF WHICH THE INDICATIVE FIRST CALL OF RM0.25 PER RIGHTS SHARE IS PAYABLE IN CASH ON APPLICATION AND THE INDICATIVE SECOND CALL OF RM0.25 PER RIGHTS SHARE IS TO BE CAPITALISED FROM THE SHARE PREMIUM RESERVES OF THE COMPANY ("PROPOSED RIGHTS ISSUE")**

**"THAT** subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to the Board of Directors of Mulpha ("Board") for the following:-

- to provisionally allot and issue by way of a renounceable two (2)-call rights issue of 1,066,826,679 Rights Shares on the basis of one (1) Rights Share for every two (2) existing Mulpha Shares held by the shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, at an issue price to be determined and fixed at a later date by the Board. The indicative issue price is RM0.50 per Rights Share, of which the indicative first call of RM0.25 per Rights Share is payable in cash on application and the indicative second call of RM0.25 per Rights Share is to be capitalised from the share premium reserves of the Company;
- to capitalise on the Company's share premium reserves towards paying in full for the second call of the Rights Shares pursuant to the Proposed Rights Issue;
- to issue such Rights Shares as may be required to give effect to the Proposed Rights Issue, including any persons entitled on renunciation of the provisional allotments; and
- to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing of and quotation for the Rights Shares;

**THAT** any Rights Shares which are not taken up shall be made available for excess applications to the entitled shareholders and/ or their renouncee(s) who have applied for the excess Rights Shares, and are intended to be allocated on a fair and equitable basis;

**THAT** any fractional entitlements of the Rights Shares arising from the Proposed Rights Issue, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deems fit and expedient, and to be in the best interest of the Company;

**THAT** the proceeds of the Proposed Rights Issue be utilised as set out in the circular to shareholders of the Company dated 22 January 2016, and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient, subject to (where required) the approval of the relevant authorities;

**THAT** the Rights Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing Mulpha Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared for which the entitlement date for the said distribution precedes the date of allotment and issuance of the Rights Shares;

**THAT** the Board be and is hereby authorised to sign and execute all documents, enter into any arrangements, agreements and/ or undertakings with any party or parties, do all things and acts as may be required to give effect to the Proposed Rights Issue with full powers to assent to any conditions, variations, modifications and/ or amendments including to vary the manner and/ or the purpose of the utilisation of proceeds arising from the Proposed Rights Issue, if necessary, in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Rights Issue in the best interest of the Company;

**AND THAT** this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue to be in full force and effect until the Rights Shares to be issued pursuant to or in connection with the Proposed Rights Issue have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue."

**ORDINARY RESOLUTION 2**

**PROPOSED EXEMPTION TO YONG PIT CHIN ("YPC"), MOUNT GLORY INVESTMENTS LIMITED ("MGIL") AND THE PERSONS ACTING IN CONCERT WITH THEM ("PACS") FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING MULPHA SHARES NOT ALREADY HELD BY THEM UPON COMPLETION OF THE PROPOSED RIGHTS ISSUE PURSUANT TO PARAGRAPH 16.1 OF PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 2010 ("PROPOSED EXEMPTION")**

**"THAT** subject to and conditional upon the passing of Ordinary Resolution 1 and the approvals of all relevant regulatory authorities being obtained, where required, including but not limited to such conditions as may be imposed by the Securities Commission Malaysia ("SC") and any other relevant authorities, approval be and is hereby given for exemptions to be granted to YPC, MGIL and the PACs, namely Nautical Investments Limited, Mountbatten Corporation, Magic Unicorn Limited, Klang Enterprise Sdn Bhd, Sagittarius Management Sdn Bhd, Lee Seng Huang, Lee Seng Hui and Yong Sum Chin, by the SC pursuant to Paragraph 16.1 of Practice Note 9 of the Malaysian Code on Take-Overs and Mergers, 2010, from the obligation to undertake a mandatory take-over offer to acquire all the remaining Mulpha Shares not already held by them which may arise pursuant to the Proposed Rights Issue;

**AND THAT** the Board be and is hereby authorised with full power and in its sole discretion as it deems fit to assent to, reject and/ or appeal against any conditions, stipulations, modifications, variations or amendments imposed by the relevant regulatory authorities for the purposes of this resolution, and to do all such acts, deeds and/ or things incidental, and/ or as may be required, to give full effect to the Proposed Exemption."

By Order of the Board

**LEE ENG LEONG (MIA 7313)**  
**LEE SUAN CHOO (MAICSA 7017562)**  
Company Secretaries

Petaling Jaya  
22 January 2016

**Notes:-**

- A member of the Company who is entitled to attend and vote at a general meeting of the Company, may appoint not more than two (2) proxies to attend and vote instead of the member at the meeting.
- A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member to speak at the meeting.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or under the hand of its officer duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at PH2, Menara Mudajaya, No. 12A, Jalan PJJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Securities Berhad to issue a Record of Depositors as at 4 February 2016 and only members whose names appear in the Record of Depositors shall be entitled to attend, speak and vote at this meeting.
- The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/ or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorisation of all persons whose personal data you have disclosed and/ or processed in connection with the foregoing.