



KULIM (MALAYSIA) BERHAD

(Company No. 23370-V)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Kulim (Malaysia) Berhad ("**Kulim**" or "**Company**") will be held at Permata Ballroom, Level B2, The Puteri Pacific Hotel Johor Bahru, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor, Malaysia on Tuesday, 3 May 2016 at 12.00 noon or immediately following the conclusion or adjournment (as the case may be) of the Forty-first (41st) Annual General Meeting which will be held at the same venue and on the same day at 11.30 a.m., whichever is later, or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution:-

SPECIAL RESOLUTION

PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF KULIM PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965

"THAT, subject to the approvals being obtained from all relevant authorities and parties, and subject to the confirmation by the High Court of Malaya ("**High Court**") for the proposed selective capital reduction and repayment exercise pursuant to Section 64 of the Companies Act, 1965 ("**Act**") ("**Proposed SCR**"), approval be and is hereby given for the Company to undertake and effect the Proposed SCR whereby up to 9,058,927,335 issued and paid-up shares of Kulim will be cancelled and a total capital repayment of up to approximately RM2.26 billion will be made to the Entitled Shareholders.

THAT, pursuant to the aforesaid cancellation and capital repayment, the Board of Directors of Kulim ("**Board**") be and is hereby authorised to take all such steps as they may deem necessary:

- (a) to determine the entitlement date on which the Entitled Shareholders must be registered in the Record of Depositors in order to be able to participate in the Proposed SCR ("**Entitlement Date**");
- (b) to capitalise a total sum of up to approximately RM1.94 billion standing to the credit of the share premium, retained earnings reserve and, if any, capital redemption reserve of the Company to facilitate the Proposed SCR by the allotment and issuance of up to 7,755,328,245 new ordinary shares of RM0.25 each in the Company ("**Bonus Shares**"), to the members of the Company as of the Entitlement Date. The Bonus Shares will not be credited into the Central Depository System accounts of the shareholders of Kulim and will not be listed on the official list of Bursa Malaysia Securities Berhad ("**Proposed Bonus Issue**");
- (c) to lodge the sealed copy of the order of the High Court confirming the Proposed SCR with the Registrar of Companies on such date as the Board may determine;
- (d) to assent to any condition, stipulation, modification, variation or amendment imposed by the relevant authorities and/or by the High Court;
- (e) subject to the confirmation by order of the High Court being granted, and after the Proposed Bonus Issue, to effect the capital repayment of RM4.10 in cash for each Kulim Share held by the Entitled Shareholders as at the Entitlement Date; and
- (f) 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, and to take such steps, execute such documents and enter into any arrangements and/or agreements with any party or parties as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise, complete and to give full effect to the Proposed SCR."

By Order of the Board

IDHAM JIHADI ABU BAKAR. ACIS (MAICSA 7007381)

NURALIZA A. RAHMAN. ACIS (MAICSA 7067934)

Company Secretaries

Johor Bahru, Johor

11 April 2016

Notes:-

Proxy

- (1) A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of Companies, and the provisions of Section 149(1)(b) of the Companies Act 1965 shall not apply to the Company.
- (2) In the case of a corporate member, the instrument appointing a proxy shall be (a) under its Common Seal or (b) under the hand of a duly authorised officer or attorney and in the case of (b) be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
- (3) A member shall not, subject to Paragraphs (4) and (5) below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, each proxy appointed shall represent a minimum of 100 shares and such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- (4) Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- (5) Where a member is an exempt authorised nominee ("**EAN**") as defined under the SICDA 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 EAN may appoint in respect of each omnibus account it holds.
- (6) Any alteration to the instrument appointing a proxy must be initialised. The instrument appointing a proxy must be deposited at the registered office at Level 11, Menara KOMTAR, Johor Bahru City Centre, 80000 Johor Bahru, Johor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.