

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh (11th) Annual General Meeting (AGM) of Silver Ridge Holdings Bhd ("SRHB" or "the Company") will be held at Boardroom, 4 & 6, Jalan 28/70A, Desa Sri Hartamas, 50480, Kuala Lumpur, Wilayah Persekutuan on Wednesday, 25 May 2016 at 10.00 a.m. for the purpose of transacting the following businesses :-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and the Auditors thereon. *Please refer to Note A*
2. To approve the Directors' Fees for the financial year ended 31 December 2015. *Ordinary Resolution 1*
3. To re-elect the following Directors who shall retire in accordance with Article 105 of the Company's Articles of Association, and being eligible, have offered themselves for re-election: *Ordinary Resolution 2*
 - (a) YB Dato' Mohd Suhaimi Bin Abdullah *Ordinary Resolution 3*
 - (b) Mr Ho Chee Meow @ Ho Chee Mee *Ordinary Resolution 4*
 - (c) Mr Wong Chee Keong
4. To re-elect the following Director who shall retire in accordance with Article 111 of the Company's Articles of Association, and being eligible, have offered herself for re-election: *Ordinary Resolution 5*
 - (a) Puan Zakhirah @ Zamariah Binti Mohd Zabidi *Ordinary Resolution 6*
5. To appoint Auditors and to authorize the Directors to fix their remuneration.
 Notice of Nomination pursuant to Section 172(15) of the Companies Act, 1965, a copy of which is annexed hereto and marked Annexure "A" in the Annual Report have been received by the Company for the nomination of Messrs. CAS & Associates for appointment as Auditors and of the intention to propose the following ordinary resolution :-
 "THAT subject to their consent to act, Messrs CAS & Associates be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs Baker Tilly Monteiro Heng, and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

As Special Business

To consider and if thought fit, to pass the following resolutions with or without any modifications:-

6. **ORDINARY RESOLUTION:** *Ordinary Resolution 7*
Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965.
 "THAT pursuant to Section 132D of the Companies Act 1965 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, PROVIDED THAT the aggregate number of shares issued pursuant to this Resolution does not exceed ten (10) per cent of the issued and paid-up share capital of the Company for the time being, AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
7. **ORDINARY RESOLUTION:** *Ordinary Resolution 8*
Renewal Of Authority To Purchase The Company's Own Shares
 "THAT, subject to the Companies, Act, 1965, the Articles of Association of the Company, the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of such relevant governmental and/or regulatory authorities where necessary, the Company be and is hereby authorized to purchase its own ordinary shares of RM0.10 each ("SRHB Shares") on the market of Bursa Securities at any time, upon such terms and conditions as the Directors shall in their discretion deem fit and expedient in the best interests of the Company provided that :
 - (a) the aggregate number of SRHB Shares which may be purchased pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-share capital of the Company at the time of purchase;
 - (b) the maximum funds to be allocated by the Company for the purchase of SRHB Shares shall not exceed the total retained profits and share premium account of the Company based on the audited Financial Statements for the year ended 31 December 2015; and
 - (c) the Proposed Share Buy-Back to be undertaken will be in compliance with Section 67A of the Companies Act, 1965. The Directors will deal with the shares purchased in the following manner:-
 - (i) to cancel the Shares so purchased; or
 - (ii) to retain the Shares so purchased as treasury shares for distribution as dividends to the shareholders of the Company and/or re-sell on Bursa Securities in accordance with the Listing Requirements of Bursa Securities and/or cancellation subsequently; or
 - (iii) to retain part of the Shares so purchased as treasury shares and cancel the remainder,
 AND THAT such authority shall commence immediately upon the passing of this ordinary resolution and shall remain in force until the conclusion of the next Annual General Meeting of the Company, or such authority is revoked or varied by a resolution passed by the members of the Company in general meeting, whichever is the earlier, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date, and in any event in accordance with the provisions of the requirements or guidelines issued by Bursa Securities or any other relevant authorities;
 AND THAT the Directors of the Company be and are hereby empowered to do all acts and things as they may consider expedient or necessary to give full effect to and to implement the Share Buy-Back."
8. **ORDINARY RESOLUTION:** *Ordinary Resolution 9*
Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature:
 "THAT approval be and is hereby given to the Company and/or its subsidiaries ("SRHB Group") to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or persons connected with the Directors and/or major shareholders of SRHB Group ("Related Parties") as specified in the Circular to Shareholders dated 29 April 2016 provided that such arrangements and/or transactions are:
 - (i) Recurrent transactions of a revenue or trading nature;
 - (ii) Necessary for the day-to-day operations;
 - (iii) Carried out in the ordinary course of business on normal commercial terms which are not more favourable to Related Parties than those generally available to the public; and
 - (iv) Are not to the detriment of minority shareholders,
 ("Proposed Recurrent RPT Mandate");
 AND THAT such authority conferred by the shareholders of the Company upon passing of this resolution pertaining to the Proposed Renewal of Recurrent RPT Mandate will continue to be in force until the conclusion of the next Annual General Meeting of the Company, unless by a resolution passed at that meeting, the authority is renewed; or the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 143(1) of the Act (but must not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or until the authority is revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is the earlier; AND THAT the Directors of the Company be and are hereby empowered to complete and to do all such acts and things including executing all such documents as may be required as they may consider expedient or necessary to give effect to the Proposed Renewal of Recurrent RPT Mandate."
9. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

LEONG SUE CHING (MAICSA 7040814)
Company Secretary

Kuala Lumpur, Wilayah Persekutuan
29 April 2016

Explanatory Notes on Special Business:

1. **Ordinary Resolution 7: Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**
 The Company had, during its Tenth Annual General Meeting ("AGM") held on 24 June 2015, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). No shares had been issued and allotted by the Company since obtaining the said authority from its shareholders at the last AGM.
 The Ordinary Resolution 7 proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for purpose of funding the working capital or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.
 At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.
2. **Ordinary Resolution 8: Proposed Share Buy-Back**
 The proposed Ordinary Resolution 8, if passed, will empower the Directors to purchase the shares of up to ten percent (10%) of the issued and paid-up share capital of the Company by utilizing funds allocated up to the latest audited retained profits and the share premium account of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
3. **Ordinary Resolution 9: Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature**
 The proposed Ordinary Resolution 9, if passed, will allow the Group to enter into recurrent transactions involving the interests of Directors, major shareholders or persons connected with the Directors and/or major shareholders of SRHB Group, which are of a revenue or trading nature and necessary for the Group's day-to-day operations.
 Further information on the Proposed Share Buy-Back Mandate and the Proposed Recurrent RPT Mandate are set out in the Circular to Shareholders dated 29 April 2016 which are dispatched together with the Company's Annual Report 2015.

Notes:-

- A. This Agenda item is meant for discussion only as the provision in the Company's Articles of Association do not require a formal approval of the shareholders and hence, is not put forward for voting.
1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint up to two(2) proxies to attend and vote on a show of hands or on a poll in his/her stead. Where a member of the Company appoints two(2) proxies, the appointments shall be invalid unless he or she specifies the proportion of this or her holdings to be represented by each proxy.
2. A proxy may but need not be a member of the Company and the provisions in paragraphs (a) and (b) of Section 149(1) of the Act shall not apply to the Company.
3. When a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, under its Common Seal or under the hand of an officer or attorney duly authorized.
5. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's Registered Office at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan, Malaysia, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 19 May 2016 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.