



MINTYE INDUSTRIES BHD.

(26870-D)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF COURT CONVENED MEETING IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR ORIGINATING SUMMONS NO. WA-24NCC-117-03/2016

In the matter of Mintye Industries Bhd (Company No.: 26870-D)
And

In the matter of the Proposed Scheme of Arrangement under
Section 176 of the Companies Act, 1965 between Mintye
Industries Bhd and its Shareholders

And

In the matter of Sections 176 and 177 of the Companies Act, 1965

And

In the matter of Order 88 of the Rules
of Court, 2012

MINTYE INDUSTRIES BHD (Company No.: 26870-D) ... Petitioner

NOTICE OF COURT CONVENED MEETING

(For Shareholders of the Petitioner)

NOTICE IS HEREBY GIVEN that by an Order of the High Court of Malaya ("**Court**") dated 27 April 2016 in respect of the above matter ("**Order**"), the Court has directed a meeting to be convened for the shareholders of the abovenamed Petitioner, Mintye Industries Bhd ("**Mintye**" or "**Company**"), for the purpose of considering and, if thought fit, approving (with or without modification or addition) a scheme of arrangement proposed to be made between Mintye and its shareholders ("**Court Convened Meeting(s)**") pursuant to Section 176(1) of the Companies Act, 1965 ("**Act**").

The following resolution is proposed to be voted upon and approved in the Court Convened Meeting for Mintye's shareholders:

"**THAT** subject to the sanction of the Court of the proposed scheme of arrangement and approval of the shareholders for the Proposed Share Exchange and Proposed Transfer of Listing as set out in the Notices of Court Convened Meetings dated 31 May 2016, approval be and is hereby given for the implementation under Section 176 of the Act of a scheme of arrangement of Mintye with the shareholders of Mintye ("**Proposed Scheme of Arrangement**"), details of which are set out in Sections 2 of the Explanatory Statement/Circular to shareholders of Mintye dated 31 May 2016, which entails amongst others, the following proposals:

- (a) proposed exchange of the entire existing issued and paid-up capital of Mintye of 60,800,000 ordinary shares of RM1.00 each in Mintye ("**Mintye Shares**") on the entitlement date for 60,800,000 new ordinary shares of RM1.00 each in Mintye Berhad ("**MBG**") ("**MBG Shares**") on the basis of one (1) new MBG Share for every one (1) Mintye Shares held ("**Proposed Share Exchange**"); and
 - (b) proposed transfer of the listing status of Mintye to MBG and the admission of MBG to and withdrawal of Mintye from, the Official List of Bursa Malaysia Securities Berhad ("**Bursa Securities**") with the listing of and quotation for the MBG Shares on the Main Market of Bursa Securities ("**Proposed Transfer of Listing**"),
- (collectively referred to as the "**Proposed Internal Reorganisation**").

AND THAT the Board of directors ("**Board**") be and is hereby authorised to complete and give effect to the Proposed Internal Reorganisation and to do all acts and things for and on behalf of the Company as the Directors may consider necessary or expedient with full power to:

- (a) execute any other agreements in relation to the Proposed Internal Reorganisation and such other agreements, deeds, instruments, undertakings, declarations and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Internal Reorganisation; and
- (b) effect to any conditions, modifications, variations and/or arrangements as may be imposed or permitted by Bursa Securities and any other relevant authorities or as may be deemed necessary by the Directors in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation.

AND THAT all previous actions taken by the Directors of the Company for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby adopted, approved and ratified."

The Court Convened Meeting for shareholders will be held at No. 175, Jalan Usaha 3, Taman Perindustrian Air Keroh, 75450 Melaka, Malaysia on 23 June 2016 at 11.00 a.m. or immediately following the conclusion of the 40th Annual General Meeting of Mintye, or at any adjournment (as the case may be), at which place and time all the aforesaid shareholders are requested to attend.

A copy of the Explanatory Statement/Circular to shareholders of Mintye detailing the Proposed Scheme of Arrangement and containing the Form of Proxy required to be furnished pursuant to Section 177 of the Act is enclosed herewith ("**Document**"). Additional copies of the Document can be obtained from the registered office of the Company at Suite 729, 7th Floor, Sun Kompleks, Jalan Bukit Bintang, 55100 Kuala Lumpur on any day from the date of the Document up to the date of the Court Convened Meeting for shareholders, from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (except public holidays).

The shareholders may vote in person at the Court Convened Meeting for shareholders or they may appoint another person or proxy to attend and vote in their stead. A proxy may but need not be a member of the Company. A Form of Proxy for Court Convened Meeting for shareholders is enclosed in the Document.

The Form of Proxy must be deposited at the registered office of the Company at Suite 729, 7th Floor, Sun Kompleks, Jalan Bukit Bintang, 55100 Kuala Lumpur no later than 48 hours before the time appointed for the Court Convened Meeting for shareholders or any adjourned meeting thereof.

By the Order, the Court has appointed Yeo Kim Soon (NRIC No.: 550617-04-5273) being a director of Mintye or failing him, Yeo Kim Swee (NRIC No.: 520707-04-5093), being a director of Mintye, to act as the Chairman of the Court Convened Meeting for shareholders and that the results of the Court Convened Meeting for shareholders be reported to the Court after the Court Convened Meeting for shareholders.

The Proposed Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Date: 31 May 2016

Messrs Lee, Perara & Tan
No. 55 Jalan Thambipillay
Brickfields
50470 Kuala Lumpur

Notes:

- (1) Only depositors whose names appear in the Record of Depositors as at 16 June 2016 will be regarded as members and entitled to attend, speak and vote at the Court Convened Meeting.
- (2) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies (but not more than two (2) proxies) to attend and vote on his behalf. A proxy may but need not to be a member of the Company.
- (3) Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- (4) The instrument appointing a proxy must be deposited at the Registered Office at Suite 729, 7th Floor, Sun Kompleks, Jalan Bukit Bintang, 55100 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. If the appointer is a corporation, the Proxy form must be executed under its Common Seal or under the hand of its officer or duly authorised attorney.
- (5) Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 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.
- (6) Where 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 Industries (Central Depositories) Act, 1991, there is no limit on the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.