



## MINTYE INDUSTRIES BHD.

(26870-D)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Mintye Industries Bhd ("**Mintye**" or the "**Company**") will be held at No. 175, Jalan Usaha 3, Taman Perindustrian Air Keroh, 75450 Melaka, Malaysia on 23 June 2016 at 11.30 a.m. or immediately following the conclusion of the Court Convened Meeting of the Company, whichever is later, or at any adjournment thereof, to consider and if thought fit, to pass with or without modifications the following resolutions:

#### SPECIAL RESOLUTION 1

##### PROPOSED INTERNAL REORGANISATION

**"THAT** subject to the sanction of the High Court of Malaya, the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and approval of all other relevant authorities (if any) being obtained, approval be and is hereby given to the board of directors of the Company ("**Board**") to implement the internal reorganisation by way of a members' scheme of arrangement under Section 176 of the Companies Act, 1965 between Mintye with its shareholders ("**Proposed Scheme of Arrangement**"), details of which are set out in Section 2 of the Explanatory Statement/Circular to Shareholders dated 31 May 2016, which entails the following proposals:

- (a) proposed exchange of the entire issued and paid-up ordinary shares of RM1.00 each in Mintye ("**Mintye Shares**") for 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 Share 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 Securities with the listing and quotation for the entire 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 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 of the Company 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) assent to any condition, modification, variation and/or amendment as may be imposed or permitted by Bursa Securities and any other relevant authorities or as may be deemed necessary by the directors of the Company 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."

BY ORDER OF THE BOARD

**FONG WAI @ FOONG KAI MING (MACS 00121)**

Company Secretary

Kuala Lumpur

31 May 2016

#### 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 Extraordinary General 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.