



STERLING PROGRESS BERHAD
(Formerly known as 1 UTOPIA BERHAD)
Company No. 679361-D
Incorporated in Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 11th Annual General Meeting of Sterling Progress Berhad ("the Company") will be held at the Conference Room of the Company, 667 & 668 Mukim 13, Jalan Sungai Juru, 14100 Juru, Bukit Mertajam, Penang on Wednesday, 24 August 2016 at 9.30 a.m. for the following purposes:-

AGENDA:

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2016 together with the Reports of the Directors' and Auditors' thereon. | Please refer to Explanatory Note 1 |
| 2. To re-elect Mr. Ng Kok Hok, a Director who retires by rotation in accordance with Article 85 of the Company's Articles of Association and who, being eligible, offers himself for re-election. | Resolution 1 |
| 3. To re-elect Mr. Tan Ooi Jin, a Director who retires by rotation pursuant to Article 85 of the Company's Articles of Association and who, being eligible, offers himself for re-election. | Resolution 2 |
| 4. To approve the payment of Directors' fees of not exceeding RM300,000.00 for the financial year ending 31 March 2017. | Resolution 3 |
| 5. To re-appoint Messrs. UHY as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. | Resolution 4 |

As Special Business

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

6. PROPOSED RENEWAL OF GENERAL MANDATE FOR THE DIRECTORS TO ALLOT AND ISSUE NEW SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

- "That subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, the directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to allot and issue new shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total issued and paid-up share capital of the Company for the time being and that the directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares to be issued."
7. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.
- Resolution 5

FUTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 11th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 18 August 2016. Only a depositor whose name appears on the Record of Depositors as at 18 August 2016 shall be entitled to attend the said meeting or appoint proxies to attend and/vote on his/her behalf.

By Order of the Board

LEE PENG LOON (MACS 01258)
P'NG CHIEW KEEM (MAICSA 7026443)

Joint Company Secretaries

Penang
Dated: 29 July 2016

NOTES ON APPOINTMENT OF PROXY:

1. A proxy may but need not be a member of the Company or a qualified legal practitioner or an approved company auditor or a person approved by the Registrar of Companies.
2. For a proxy to be valid, the proxy form, duly completed must be deposited at the Registered Office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time for holding the meeting PROVIDED that in the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/his/his proxy, PROVIDED ALWAYS that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
3. A member shall be entitled to appoint two (2) or more proxies to attend and vote at the same meeting and the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member is an exempt authorised nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account") there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.
5. If the appointor is a corporation, the proxy form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.

EXPLANATORY NOTE ON ORDINARY BUSINESS

1. Agenda 1 is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders of the Company and hence, the Agenda 1 is not put forward for voting.

EXPLANATORY NOTE ON SPECIAL BUSINESS

2. The Resolution 5 is to seek a renewal of general mandate for the Directors of the Company to allot and issue shares in the Company up to an aggregate amount not exceeding 10% of the total issued capital of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

As at the date of this Notice, no new shares has been issued pursuant to the general mandate granted at the last Annual General Meeting held on 20 August 2015.

The general mandate for issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares for the purpose of funding future investment project(s), working capital and/or acquisitions.