



BIO OSMO BERHAD (Company No.: 740838-A)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Bio Osmo Berhad (“**Bio Osmo**” or the “**Company**”) will be held at Pinetree Hotel, 36, Jalan Mengkudu, Off, Jalan Bukit Pasir, 83000 Batu Pahat, Johor on Tuesday, 27 September 2016 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL OF FREEHOLD INDUSTRIAL LAND TOGETHER WITH AN INDUSTRIAL COMPLEX COMPRISING THREE (3) INDUSTRIAL BUILDINGS WITH AN ANNEXED 2-STOREY OFFICE BLOCK AND ANCILLARY BUILDINGS (“FACTORY”) BY AMSHORE HOLDINGS SDN BHD (“AMSHORE”), A WHOLLY-OWNED SUBSIDIARY OF BIO OSMO, TO PENTAS PRISMA SDN BHD (“PPSB” OR THE “PURCHASER”) FOR A CASH CONSIDERATION OF RM12.0 MILLION (“PROPOSED DISPOSAL”)

“**THAT** subject to the passing of Ordinary Resolution 2, and subject to the provisions under the Companies Act, 1965 (“Act”) and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”), the fulfilment of all conditions precedent and the approvals of all relevant authorities being obtained, if any, for the Proposed Disposal, approval be and is hereby given to Amshore to dispose the Factory to PPSB for a cash consideration of RM12.0 million subject to and in accordance with the terms and conditions of the sale and purchase agreement dated 30 May 2016 entered into between Amshore and the Purchaser.

AND THAT the Board of Bio Osmo and/or Amshore be and are hereby authorised to do all acts, deeds and to take all such steps to execute, sign and deliver for and on behalf of the Company all such documents and enter into all other agreements, undertakings, indemnities, transfers, assignments and/or guarantees with any party or parties as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Disposal with full power to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Board deems fit, appropriate and in the best interest of Company.”

ORDINARY RESOLUTION 2

PROPOSED TENANCY OF THE FACTORY BY AMSHORE

“**THAT** subject to the passing of Ordinary Resolution 1, and subject to the provisions under the Act and the Listing Requirements, the fulfilment of all conditions precedent and the approvals of all relevant authorities being obtained, if any, for the Proposed Tenancy, approval be and is hereby given to Amshore, to rent the Factory from the Purchaser subject to and in accordance with the terms and conditions of the tenancy agreement dated 30 May 2016 entered into between Amshore and the Purchaser.

AND THAT the Board of Bio Osmo and/or Amshore be and are hereby authorised to do all acts, deeds and to take all such steps to execute, sign and deliver for and on behalf of the Company all such documents and enter into all other agreements, undertakings, indemnities, transfers, assignments and/or guarantees with any party or parties as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Tenancy with full power to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Board deems fit, appropriate and in the best interest of Company.”

BY ORDER OF THE BOARD

SIEW SUET WEI (MAICSA 7011254)

Chartered Secretary

Kuala Lumpur

9 September 2016

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote in his stead. The proxy need not be a Member of the Company and Section 149(1)(b) of the Act shall not apply.
2. A member shall be entitled to appoint more than one proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting.
3. Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) 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 authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or if such appointer is a corporation under its common seal or the hand of its attorney.
6. The instrument appointing a proxy must be deposited at the Company's Registered Office at No. S-9A, The Boulevard Offices, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
7. Depositors whose name appear in the Record of Depositors as at 21 September 2016 shall be regarded as members of the Company entitled to attend the EGM or appoint proxy(ies) to attend and vote on his/her behalf.