



BHS INDUSTRIES BERHAD (719660-W)
(Incorporated in Malaysia)

NOTICE OF THE NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 9th Annual General Meeting of the Company will be held at Tioman Room, Bukit Jalil Golf and Country Club, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Saturday, 13 December 2014 at 11.00 a.m. to transact the following businesses:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2014 and the Reports of Directors and Auditors thereon. **Ordinary Resolution 1**
2. To approve a final dividend for the financial year ended 30 June 2014. **Ordinary Resolution 2**
3. To re-elect the following Directors who are retiring in accordance with the Company's Articles of Association:-
 - (i) Dato' Sohaimi Bin Shahadan (Article 91) **Ordinary Resolution 3**
 - (ii) Dato' Dr. Koe Seng Kheng (Article 91) **Ordinary Resolution 4**
 - (iii) Mr. Koo Thiam Yoong (Article 91) **Ordinary Resolution 5**
 - (iv) Ms Chew Yuit Yoo (Article 84) **Ordinary Resolution 6**
4. To appoint Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 7**
5. As Special Business to consider and if thought fit, to pass the following Resolution, with or without modifications:-

ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES

- THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being." **Ordinary Resolution 8**
6. To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

KANG SHEW MENG

SEOW FEI SAN

Company Secretaries

Petaling Jaya

19 November 2014

Notes to the Notice of 9th Annual General Meeting:-

1. Only depositors whose names appear in the Record of Depositors as at 5 December 2014 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Member of the Company and a member may appoint any persons to be his proxy. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the Annual General Meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, 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. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account known as an omnibus account, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty eight (48) hours before the time for holding the Meeting or any adjournment thereof.
8. Explanatory Notes on Special Business:-

Resolution 8 - Authority to Issue Shares

The Proposed Ordinary Resolution 8, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue shares from the unissued capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Eighth Annual General Meeting held on 20 December 2013 and which will lapse at the conclusion of the Ninth Annual General Meeting.

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