



NOTICE OF SEVENTH ANNUAL GENERAL MEETING

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

NOTICE IS HEREBY GIVEN THAT the Seventh 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 Thursday, 13 December 2012 at 4.30 p.m. to transact the following businesses:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2012 and the Reports of Directors and Auditors thereon. **Ordinary Resolution 1**
2. To approve a final dividend for the financial year ended 30 June 2012. **Ordinary Resolution 2**
3. To re-elect the following Directors retiring in accordance with Article 84 of the Company's Articles of Association:-
 - (i) Mr. Heng Boon Seng **Ordinary Resolution 3**
 - (ii) Ms Chew Yuit Yoo **Ordinary Resolution 4**
4. To appoint Messrs Russell Bedford as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 5**

As Special Business

5. 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 Companies Act, 1965 and the approvals of the relevant authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 6**

Special Resolution - Proposed Amendments to the Articles of Association of the Company

"THAT the amendments to the Articles of Association of the Company in the manner detailed in 'Appendix A' to the Annual Report 2012 be and are hereby approved." **Special Resolution 1**

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
Secretaries

Petaling Jaya
19 November 2012

Notes:-

1. Only depositors whose names appear in the Record of Depositors as at 5 December 2012 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. 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.
5. 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.

Explanatory notes on Special Business:

Resolution 6 – Authority to Issue Shares

The Proposed Ordinary Resolution 6, 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 issue pursuant to the authority granted to the Directors at the Sixth Annual General Meeting held on 21 December 2011 and which will lapse at the conclusion of the Seventh 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.

Special Resolution 1 - Proposed Amendments to the Articles of Association of the Company

The proposed Special Resolution 1 is made to comply with the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Further information on the Proposed Amendments to the Articles of Association of the Company is set out in Appendix A of this Annual Report.