



## MALAYSIA AICA BERHAD

(Company No. 8235-K)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of Malaysia Aica Berhad ("Maica") will be held at Seri Pacific Hotel Kuala Lumpur, Bunga Kenanga Room, Level 3, Jalan Putra, 50480 Kuala Lumpur, Malaysia on Monday, 20 January 2014 at 10.30 a.m. or at any adjournment thereof, whichever is later, for the purpose of considering and if thought fit, passing the following ordinary resolutions, with or without modification:

#### ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION BY MAICA OF THE DEVELOPMENT RIGHTS AND INTEREST HELD BY CANGKAT NUSANTARA SDN BHD ("CNBSB") TO A COMMERCIAL DEVELOPMENT PROJECT KNOWN AS "TRIVO, SURIA JELUTONG" BEING CARRIED OUT ON A PARCEL OF DEVELOPMENT LAND PREVIOUSLY HELD UNDER GERAN 104810, LOT 76110, MUKIM DAMANSARA, DAERAH PETALING, NEGERI SELANGOR ("LAND 1"), WHICH COMPRISES 30 UNITS OF DOUBLE STOREY SHOP OFFICES TOGETHER WITH INFRASTRUCTURES CONSTRUCTED OR TO BE CONSTRUCTED ON LAND 1 ("PROJECT") FOR A TOTAL PURCHASE CONSIDERATION OF RM25.00 MILLION ("PROPOSED PROJECT ACQUISITION")**

**"THAT** subject to the passing of Ordinary Resolution 3 and conditional upon the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to Maica to acquire the Project from CNBSB for a total purchase consideration of RM25,000,000 only, subject to and upon such terms and conditions as set out in the Project Purchase Agreement dated 23 October 2013 ("PPA") in relation to the Proposed Project Acquisition.

**THAT** pursuant to the terms of the PPA, approval be and is hereby given to the Company to allot and issue 8,000,000 new ordinary shares of RM0.50 each in Maica ("**Maica Shares**") at an issue price of RM0.50 each to the Vendor or its nominee pursuant to the terms of the PPA.

**AND THAT** any of the Directors of Maica be and are hereby authorised and empowered to complete and implement the Proposed Project Acquisition, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Project Acquisition under the terms and conditions of the PPA with full powers to negotiate, approve, agree and assent to any conditions, revaluations, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Directors deem fit, appropriate and in the best interest of Maica."

#### ORDINARY RESOLUTION 2

**PROPOSED ACQUISITION BY MAICA OF ANOTHER PARCEL OF DEVELOPMENT LAND HELD UNDER GERAN 104806, LOT 76106, MUKIM DAMANSARA, DAERAH PETALING, NEGERI SELANGOR ("LAND 2") FROM CNSB FOR A TOTAL PURCHASE CONSIDERATION OF RM31.00 MILLION ("PROPOSED LAND ACQUISITION")**

**"THAT** subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 3, and conditional upon the approvals of all relevant authorities being obtained where required, approval be and is hereby given to Maica to acquire Land 2 from CNSB for a total purchase consideration of RM31,000,000 only, subject to and upon such terms and conditions as set out in the Sale and Purchase Agreement dated 23 October 2013 ("SPA") in relation to the Proposed Land Acquisition.

**THAT** pursuant to the terms of the SPA, approval be and is hereby given to the Company to allot and issue 20,000,000 new Maica Shares at an issue price of RM0.50 each to the Vendor or its nominee pursuant to the terms of the SPA.

**AND THAT** any of the Directors of Maica be and are hereby authorised and empowered to complete and implement the Proposed Land Acquisition, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Land Acquisition under the terms and conditions of the SPA with full powers to negotiate, approve, agree and assent to any conditions, revaluations, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Directors deem fit, appropriate and in the best interest of Maica."

#### ORDINARY RESOLUTION 3

**PROPOSED DIVERSIFICATION OF THE EXISTING CORE BUSINESSES OF MAICA AND ITS SUBSIDIARIES TO INCLUDE PROPERTY DEVELOPMENT BUSINESS ("PROPOSED DIVERSIFICATION")**

**"THAT** subject to the approvals of all relevant authorities (if any), approval be and is hereby granted to the Company to diversify the core businesses of Maica and its subsidiaries to include property development business.

**AND THAT** any of the Directors of Maica be and are hereby authorised to do all such acts, deed and things as are necessary to give full effect to the Proposed Diversification with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Diversification."

**By Order of the Board  
MALAYSIA AICA BERHAD**

**LIM LAI SAM (MAICSA 0877479)  
TAN SHIEN YIN (MAICSA 7018545)**  
Company Secretaries

Kuala Lumpur  
2 January 2014

#### Notes:

1. A member entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or more proxies (**but not more than two**) to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment shall be invalid.
2. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it shall be entitled to appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.  
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 ("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.  
Where an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
4. The instrument appointing a proxy shall be deposited with the Company's Share Registrars, Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof.
5. Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the general meeting shall be entitled to attend and vote at the general meeting or appoint a proxy to attend and vote on his behalf.