

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Seventh Annual General Meeting ('37th AGM') of KrisAssets Holdings Berhad ('KrisAssets' or 'the Company') will be held at Bintang Ballroom, Level 5, Cititel Mid Valley, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur on Tuesday, 26 June 2012 at 10.00 a.m. for the transaction of the following business:

AGENDA**Ordinary Business**

- To receive the Audited Financial Statements for the year ended 31 December 2011 and Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retire by rotation pursuant to Article 81 of the Company's Articles of Association ('Articles'):
 - Halim bin Haji Din **(Resolution 1)**
 - Tan Boon Lee **(Resolution 2)**
- To re-appoint PricewaterhouseCoopers ('PwC') as Auditors of the Company for the financial year ending 31 December 2012 and to authorise the Directors to fix their remuneration. **(Resolution 3)**

Special Business:

- To consider and if thought fit, to pass the following resolutions pursuant to Section 129(6) of the Companies Act 1965 ('Act'):

- "THAT Tan Sri Dato' Dr. Lin See Yan, retiring pursuant to Section 129(2) of the Act, be and is hereby re-appointed a Director of the Company to hold office until the next annual general meeting ('AGM')." **(Resolution 4)**
- "THAT Le Ching Tai @ Lee Chen Chong, retiring pursuant to Section 129(2) of the Act, be and is hereby re-appointed a Director of the Company to hold office until the next AGM." **(Resolution 5)**

- To consider and if thought fit, to pass the following ordinary resolutions:

(a) Authority to issue shares pursuant to Section 132D of the Act

"THAT pursuant to Section 132D of the Act, the Articles and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue new shares in the capital of the Company, and upon such terms and conditions and for such purposes and to such person(s) 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 total number of issued shares of the Company ('Section 132D Mandate') and that such authority, unless revoked or varied by the Company in general meeting, shall continue in force until the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier." **(Resolution 6)**

(b) Renewal of shareholders' mandate for share buy-back

"THAT subject to the Act, the Company's Memorandum and Articles and the Main Market Listing Requirements ('MMLR') of Bursa Malaysia Securities Berhad ('Bursa Securities'), the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company on Bursa Securities ('Share Buy-Back Mandate') provided that:

- the number of shares purchased pursuant to the Share Buy-Back Mandate (in aggregate with the shares then still held by the Company) shall not exceed 10% of the issued and paid-up share capital of the Company;
- the maximum fund to be allocated by the Company pursuant to the Share Buy-Back Mandate shall not exceed the retained earnings and/or the share premium of the Company as at 31 December 2011; and
- the shares so purchased by the Company pursuant to the Share Buy-Back Mandate to be cancelled and/or retained in treasury for distribution as dividends and/or resold on Bursa Securities;

AND THAT the Share Buy-Back Mandate, unless revoked or varied by the Company in general meeting, shall commence immediately upon passing of this resolution until the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier;

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interest of the Company to give effect to the Share Buy-Back Mandate." **(Resolution 7)**

(c) Renewal of shareholders' mandate for recurrent related party transactions

"THAT the Company and/or its subsidiaries ('the Group') be and is/are hereby authorised to enter into all arrangements and/or transactions involving the interests of the Related Parties as specified in Part B, Section 2.2.1 of the Statement/Circular to Shareholders dated 28 May 2012 ('Statement/Circular'), provided that such arrangements and/or transactions are:

- recurrent transactions of a revenue or trading nature;
- necessary for the Group's day-to-day operations;
- carried out in the ordinary course of business on normal commercial terms not more favourable to the Related Parties than those generally available to the public; and
- not detrimental to the minority shareholders of the Company

('RRPT Mandate');

AND THAT the RRPT Mandate, unless revoked or varied by the Company in general meeting, shall continue in force until the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier;

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interest of the Company to give effect to the RRPT Mandate." **(Resolution 8)**

- To consider and if thought fit, to pass the following special resolution:

Proposed Amendments of Articles

"THAT the proposed amendments to the Articles of the Company in the manner details in Appendix B of the Statement/Circular be and are hereby approved." **(Resolution 9)**

- To consider any other business of which due notice shall have been given in accordance with the Act and the Articles.

By Order of the Board

Tina Chan
Company Secretary

Kuala Lumpur
28 May 2012

Notes to the Agenda:

- The Agenda is meant for discussion only as the Audited Financial Statements do not require the approval of shareholders pursuant to Section 169(1) of the Act and hence, the matter will not be put forward for voting.
- Pursuant to Article 81 of the Articles which requires 1/3 of the Directors to retire from office by rotation and every Director to submit himself for re-election at least once in each 3-year period.

Encik Halim bin Haji Din and Mr Tan Boon Lee are subject to retirement under Article 81 and being eligible, have offered themselves for re-election.
- Pursuant to Section 172(2) of the Act and Article 134 of the Articles.

PwC has indicated its willingness to continue as the Company's Auditors for the ensuing year.
- Pursuant to Section 129(6) of the Act which requires Directors over the age of 70 years to be re-appointed by the shareholders every year.

Tan Sri Dato' Dr. Lin See Yan and Mr Le Ching Tai @ Lee Chen Chong are subject to such retirement. Their re-appointment shall take effect if Resolutions 4 and 5 have been passed by a majority of not less than 3/4 of the members and/or proxies at the 37th AGM.
- Resolution 6 is to renew, effective until the next AGM, the Section 132D Mandate for the Directors to allot and issue up to 10% of the total number of issued shares of the Company for any strategic acquisition opportunities involving equity or part equity or such purposes as the Directors consider to be in the interest of the Company. The approval is sought to avoid any delay and cost in convening separate general meetings for such issuance of shares. No shares were allotted and issued up to date of this notice pursuant to the mandate obtained at the 2011 AGM.
 - Resolution 7 is to renew, effective until the next AGM, the Share Buy-Back Mandate for the Company to make purchases of its issued ordinary shares. The Company intends to use internal sources of funds to finance purchases of its shares. Please refer to the Statement/Circular.
 - Resolution 8 is to renew, effective until the next AGM, the RRPT Mandate for the Group to enter into recurrent transactions involving the interests of Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations. Please refer to the Statement/Circular.
- Resolution 9 is to align the Company's Articles with the amendments of the MMLR pursuant to Bursa Securities' letter dated 22 September 2011. Please refer to the Statement/Circular.

Notes relating to Proxy and Registration:**(1) Appointment of proxy**

- A member is entitled to appoint not more than two (2) proxies and they need not be members;
- A member, who is an exempt authorised nominee as defined under the Central Depositories Act which hold 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;
- A member who appoints a proxy must execute the proxy form, and if two (2) proxies are appointed, the number of shares to be represented by each proxy must be clearly indicated;
- A corporate member who appoints a proxy must execute the proxy form under seal or the hand of its officer or attorney duly authorised;
- Only members registered in the Record of Depositors as at 20 June 2012 shall be eligible to attend the 37th AGM or appoint a proxy to attend and vote on his behalf;
- The executed proxy form must be deposited at the Registered Office not less than 48 hours before the time set for the 37th AGM; and
- The Annual Report 2011 and proxy form can be accessed at www.krisassets.com

(2) Registration of members/proxies

Registration will start at 8.00 a.m. on the day of the 37th AGM. Members/proxies are required to produce identification documents for registration, and parking tickets for endorsement.