

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

# KRISASSETS HOLDINGS BERHAD (24123-H)

*(Incorporated in Malaysia)*

## CIRCULAR TO SHAREHOLDERS IN RELATION TO:

- (I) **PROPOSED MEMBERS' VOLUNTARY WINDING-UP OF KRISASSETS HOLDINGS BERHAD ("PROPOSED WINDING-UP")**
  
- (II) **PROPOSED APPOINTMENT OF LIQUIDATORS**

**AND**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### Manager for the Proposed Winding-Up



**Hong Leong Investment Bank Berhad** (10209-W)

(Formerly known as MIMB Investment Bank Berhad)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

Notice of Extraordinary General Meeting ("**EGM**") and Proxy Form of KrisAssets Holdings Berhad ("**KrisAssets**") are set out at the end of this Circular. Proxy Form must be completed in accordance with the instructions printed thereon, and deposited at the registered office of KrisAssets at Level 32, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than 48 hours before the time of the EGM or at any adjournment thereof. The completion and return of the Proxy Form does not prevent a Shareholder from attending and voting at the EGM in person.

Date and time of EGM	: Friday, 26 April 2013 at 10.00 a.m., or at any adjournment thereof
Venue of EGM	: Bintang Ballroom, Level 5, Cititel Mid Valley, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur
Last date and time for lodging Proxy Form	: Wednesday, 24 April 2013 at 10.00 a.m.

This Circular is dated 4 April 2013

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## DEFINITIONS

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“Act”	: Companies Act, 1965 (as amended from time to time)
“BDO”	: BDO Consulting Sdn Bhd
“Board” or “Directors”	: Board of Directors of KrisAssets
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Capital Reduction and Repayment”	: Capital repayment by way of a reduction in the share capital and share premium of KrisAssets to the entitled Shareholders
“CIMB”	: CIMB Investment Bank Berhad
“Disposal of Assets”	: Disposal of Mid Valley Megamall and The Gardens Mall and the related assets by the subsidiaries of KrisAssets to IGB REIT for a total consideration of RM4,612.6 million
“Disposal of Subsidiaries”	: Disposal of the entire equity interests in MVC and MVCG by KrisAssets to IGB for a total cash consideration of RM200,000
“Distributions”	: Distribution-In-Specie, Capital Reduction and Repayment and special dividend
“Distribution-In-Specie”	: Distribution-In-Specie of about 2,730 million units in IGB REIT by KrisAssets to the entitled Shareholders
“EGM”	: Extraordinary general meeting of KrisAssets, to consider and, if thought fit, pass the resolutions set out in the Notice of EGM to this Circular, with or without modification
“HLIB”	: Hong Leong Investment Bank Berhad ( <i>formerly known as MIMB Investment Bank Berhad</i> )
“IGB”	: IGB Corporation Berhad
“IGB REIT”	: IGB Real Estate Investment Trust
“IGB REIT Listing”	: Listing of IGB REIT on the Main Market of Bursa Securities on 21 September 2012
“KrisAssets” or “the Company”	: KrisAssets Holdings Berhad
“KrisAssets Group” or “Group”	: KrisAssets and its subsidiary, Mid Valley Capital Sdn Bhd
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities (as amended from time to time)
“LPD”	: 16 March 2013, being the latest practicable date prior to the printing of this Circular
“M&A Amendments”	: Amendments to the Memorandum and Articles of Association of KrisAssets to alter the par value of the ordinary shares of KrisAssets from RM1.00 to RM0.02 to facilitate the Capital Reduction and Repayment

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**DEFINITIONS (Cont'd)**

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“Mid Valley Megamall”	: A five level retail mall with one mezzanine floor, two levels of basement car park and four levels of elevated car park, bearing the postal address of Mid Valley Megamall, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia and constructed on part of the leasehold land of ninety-nine (99) years held under PN 37075, Lot 80 Seksyen 95A, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur
“MVC”	: Mid Valley City Sdn Bhd
“MVCG”	: Mid Valley City Gardens Sdn Bhd
“Offer for Sale”	: Offer for sale by MVCG of 670 million units in IGB REIT, in an initial public offering pursuant to the admission of IGB REIT to the Official List and the listing of the units of IGB REIT on the Main Market of Bursa Securities
“Official List”	: A list specifying all securities listed on the Main Market of Bursa Securities
“Proposals”	: Proposed Winding-Up and Proposed Appointment of Liquidators, collectively
“Proposed Appointment of Liquidators”	: Proposed appointment of Dato’ Gan Ah Tee and Mr Mok Chew Yin, both care of BDO, as liquidators jointly and severally for the Proposed Winding-Up at a remuneration of RM40,000, excluding out-of-pocket expenses which are to be billed based on actual costs incurred
“Proposed Liquidators”	: Dato’ Gan Ah Tee and Mr Mok Chew Yin, both care of BDO
“Proposed Winding-Up”	: Proposed members’ voluntary winding-up of KrisAssets
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“Shares”	: Ordinary shares of RM0.02 each in KrisAssets
“Shareholders”	: Shareholders of KrisAssets
“The Gardens Mall”	: An eight level retail mall together with four levels of basement car park and four levels of elevated car park, bearing the postal address of The Gardens Mall, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia and constructed on part of the leasehold land of ninety-nine (99) years held under PN 37073, Lot 79 Seksyen 95A, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur

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# KRISASSETS HOLDINGS BERHAD (24123-H)

*(Incorporated in Malaysia)*

**Registered Office:**  
Level 32, The Gardens South Tower  
Mid Valley City  
Lingkaran Syed Putra  
59200 Kuala Lumpur

4 April 2013

**Board of Directors:**

Tan Sri Dato' Dr. Lin See Yan (*Independent Non-Executive Chairman*)  
Robert Tan Chung Meng (*Group Managing Director*)  
Halim bin Haji Din (*Independent Non-Executive Director*)  
Le Ching Tai @ Lee Chen Chong (*Independent Non-Executive Director*)  
Tan Lei Cheng (*Non-Independent Non-Executive Director*)  
Tan Boon Lee (*Non-Independent Non-Executive Director*)  
Daniel Yong Chen-I (*Non-Independent Non-Executive Director*)  
Elizabeth Tan Hui Ning (*Alternate to Group Managing Director*)

**To: Shareholders of KrisAssets**

Dear Sir/Madam,

- (I) Proposed Winding-Up**
  - (II) Proposed Appointment of Liquidators**
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## 1. INTRODUCTION

CIMB and HLIB announced on behalf of the Company the following:

- (i) Completion of the Disposal of Assets on 20 September 2012;
- (ii) Completion of the Distribution-In-Specie on 19 October 2012; and
- (iii) Completion of Capital Reduction and Repayment on 6 February 2013.

In the Circular to Shareholders dated 5 June 2012, the Company stated that the Board has no intention to maintain the listing status of KrisAssets. KrisAssets would be wound-up under a members' voluntary winding-up upon completion of the Distributions, and accordingly be delisted by Bursa Securities pursuant to paragraph 16.11(2)(c) of the Listing Requirements. The Shareholders would then hold unlisted shares in the Company until the completion of the Proposed Winding-Up and be entitled to any cash distribution resulting from the realisation of the remaining assets (net of liabilities), on a pro-rata basis.

The Company had on 15 March 2013 announced that it had entered into 2 Share Sale Agreements with IGB for the Disposal of Subsidiaries. The Disposal of Subsidiaries was completed on the same date.

As announced on 25 March 2013, the Board is convening an EGM to seek Shareholders' approval for the Proposals.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE SHAREHOLDERS WITH DETAILS OF THE BOARD'S RECOMMENDED PROPOSALS, AT WHICH THE REQUIRED RESOLUTIONS TO APPROVE THE PROPOSALS WILL BE SOUGHT. SHAREHOLDERS WILL FIND ENCLOSED WITH THE CIRCULAR, A PROXY FORM FOR USE AT THE EGM.**

**SHAREHOLDERS ARE ADVISED TO READ AND CONSIDER CAREFULLY THIS CIRCULAR IN ITS ENTIRETY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS AS SET OUT IN THE NOTICE OF EGM.**

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## LETTER TO SHAREHOLDERS

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### 2. DETAILS OF THE PROPOSALS

The Board, having initiated the Proposed Winding-Up, made an inquiry into the affairs of the Company and formed an opinion that the Company would be able to pay its debts in full within a period not exceeding 12 months after the commencement of the Proposed Winding-Up. The declaration of solvency together with the statement of assets and liabilities of the Company was made by the Board on 25 March 2013 in accordance with Section 257 of the Act.

Shareholders' approval is required for the relevant resolutions to give effect to the Proposals as follows:

- (i) the winding-up of the Company;
- (ii) the appointment of the Proposed Liquidators, jointly and severally for the Proposed Winding-Up at a remuneration of RM40,000, excluding out-of-pocket expenses to be billed based on actual costs incurred;
- (iii) the Proposed Liquidators be empowered pursuant to Section 269(1) of the Act to exercise any or all the powers given by Sections 236(1)(b), (c), (d) and (e) of the Act where such powers include paying any class of creditors in full, compromising or make arrangements with creditors or persons claiming to be creditors and compromising with debtors or persons against whom the Company may have claims and the power to appoint advocates to assist the Proposed Liquidators; and
- (iv) the Proposed Liquidators be empowered in accordance with the provisions of the Company's Articles of Association to distribute, amongst the members of the Company in cash and/or in specie, surplus assets of the Company as the Proposed Liquidators may determine.

The resolution to approve the Proposed Winding-Up will be tabled as a special resolution under Section 254(1)(b) of the Act which will require approval of 75 percent of Shareholders eligible to vote in person or by proxy at the EGM.

As at the LPD, KrisAssets has not received an undertaking from any of its major shareholders that they will vote in favour of the resolutions pertaining to the Proposals.

The estimated surplus assets pursuant to the Proposed Winding-Up based on the assets and liabilities of KrisAssets as at 17 March 2013, is as follows:

	<b>Estimated to realize or to rank for payment RM'000</b>
<b>Assets</b>	
Balance at bank	41,157
Marketable securities	114
Trade debtors	20
Tax recoverable	1,810
Estimated realisable value of assets	<u>43,101</u>
<b>Liabilities</b>	
Accrued expenses	957
Other liabilities:	
Amount owing to immediate holding company	-*
Amount owing to related companies	1
Total liabilities	<u>958</u>
Estimated surplus after paying debts in full	42,143
<b>The estimated surplus assets per share pursuant to the Proposed Winding-Up</b>	<b>RM0.08</b>

Note:

\* Negligible

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## LETTER TO SHAREHOLDERS

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The final distributable amount after the Proposed Winding-Up is subject to actual proceeds to be received by the appointed liquidators after full settlement of liabilities and realisation of assets.

The Proposed Appointment of Liquidators will be tabled as an ordinary resolution pursuant to Section 258 of the Act, which will require approval of a simple majority of Shareholders eligible to vote in person or by proxy at the EGM.

Upon appointment of the liquidators, all powers of the Directors shall cease except so far as the appointed liquidators approve the continuance thereof.

### **3. RATIONALE FOR THE PROPOSALS**

Following the completion of Disposal of Assets, Distributions and Disposal of Subsidiaries, the Company is without any business or operations. The Proposed Winding-Up is undertaken to facilitate the liquidation of remaining assets and thereafter return the surplus assets pursuant to the Proposed Winding-Up to Shareholders. The Company has no intention to maintain the listing status of the Company as there is little or no advantage to remain listed on Bursa Securities. Accordingly, an application will be submitted to Bursa Securities to de-list the Company from the Official List after the receipt of Shareholders' approval for the Proposed Winding-Up.

The Proposed Appointment of Liquidators will enable the Proposed Liquidators to exercise powers given to them under Sections 236(1)(b), (c), (d) and (e) of the Act to effect the Proposed Winding-Up as well as powers under the Company's Articles of Association to effect the distribution of surplus assets pursuant to the Proposed Winding-Up and/or if required, expedite the Proposed Winding-Up without the need to obtain further approval(s) from Shareholders at general meeting(s).

### **4. SUSPENSION AND DELISTING**

Under the Act, the Proposed Winding-Up is deemed to and shall commence at the time the special resolution is passed at the EGM. The Company shall from the commencement of the Proposed Winding-Up cease to carry on any business.

Section 256(2) of the Act stipulates that any transfer of shares, not being a transfer made to or with the sanction of the liquidator, and any alteration in the status of the members made after the commencement of the winding-up, shall be void. In view of this, an application will be made to Bursa Securities for suspension of trading on Shares at 9.00 a.m. on the day of the EGM. Shareholders are advised to take note that Shares may be suspended from 9.00 a.m. on the day of the EGM until the de-listing of KrisAssets from the Official List.

An application will be submitted to Bursa Securities to de-list the Company from the Official List after the receipt of Shareholders' approval on the resolutions pertaining to the Proposals at the EGM.

### **5. APPROVALS REQUIRED**

The Proposals are only subject to the Shareholders' approval to be obtained at the EGM.

The Proposed Appointment of Liquidators is conditional upon the Proposed Winding-Up but not vice-versa.

The Proposals are not conditional upon any other corporate exercise.

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## LETTER TO SHAREHOLDERS

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Bursa Securities had, in its letter dated 14 September 2012, granted KrisAssets a waiver from being classified as an "Affected Listed Issuer" under Practice Note 17 of the Listing Requirements ("PN 17 Issuer") subject to the following conditions:

- (i) KrisAssets to complete the Disposal of Assets (completed on 20 September 2012);
- (ii) KrisAssets to complete the Offer for Sale (completed on 21 September 2012);
- (iii) KrisAssets to complete the Distribution-In-Specie (completed on 19 October 2012) and the Capital Reduction and Repayment and special dividend (completed on 6 February 2013);
- (iv) KrisAssets to complete the M&A Amendments (completed on 6 February 2013); and
- (v) KrisAssets to obtain its Shareholders' approval for the Proposed Winding-Up by 30 June 2013.

If the Proposed Winding-Up is not approved by Shareholders at the EGM, Bursa Securities may classify KrisAssets as a PN 17 Issuer.

### **6. CORPORATE PROPOSALS ANNOUNCED BUT PENDING COMPLETION**

There are no corporate proposals which have been announced but pending completion as at the LPD.

### **7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED TO THEM**

#### **7.1 Proposed Winding-Up**

None of the Directors or major shareholders as well as persons connected to them has any interest, direct or indirect, in the Proposed Winding-Up, other than by virtue of their respective interests in Shares.

#### **7.2 Proposed Appointment of Liquidators**

None of the Directors or major shareholders as well as persons connected to them has any interest, direct or indirect, in the Proposed Appointment of Liquidators.

### **8. DIRECTORS' RECOMMENDATION**

The Board, having considered all aspects of the Proposals including the rationale, is of the opinion that the Proposals are in the best interests of the Shareholders and unanimously recommends that Shareholders vote in favour of the resolutions as set out in the Notice of EGM pertaining to the Proposals at the EGM.

### **9. ESTIMATED TIMEFRAME FOR COMPLETION**

The surplus assets pursuant to the Proposed Winding-Up will be distributed either in tranches or in full, as soon as practically possible and, in any event, the final payment will be made upon completion of the Proposed Winding-Up.

Barring any unforeseen circumstances, the completion of the Proposed Winding-Up is dependent on, inter alia, the time required for full realisation of the remaining assets and the settlement of the liabilities of KrisAssets and the final tax clearance from the Malaysian Inland Revenue Board, which is expected to be within 18 months from the date the Shareholders approve the resolutions pertaining to the Proposals at the EGM.



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**LETTER TO SHAREHOLDERS**

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**10. EGM**

The EGM, of which notice is enclosed in this Circular, will be held at Bintang Ballroom, Level 5, Cititel Mid Valley, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur on Friday, 26 April 2013 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the resolutions set out in the Notice of EGM.

**11. FURTHER INFORMATION**

Shareholders are advised to refer to the appendix for further information.

Yours faithfully,  
for and on behalf of the Board  
**KRISASSETS HOLDINGS BERHAD**

**Tan Sri Dato' Dr. Lin See Yan**  
Independent Non-Executive Chairman

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**FURTHER INFORMATION**

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board and the Board collectively and individually accepts full responsibility for the accuracy of the information given in this Circular and confirms after making all reasonable enquiries, that to the best of its knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular false or misleading.

**2. CONSENTS AND DECLARATIONS**

HLIB and Proposed Liquidators have provided and have not withdrawn their written consents, prior to the date of this Circular, to act in the capacity stated and to their names being used and all references thereto in the form and context in which they appear in this Circular. HLIB and Proposed Liquidators confirm that there is no situation of conflict of interest or potential conflict of interest in their respective capacity.

**3. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES****3.1 Material commitments**

There are no material commitments incurred or known to be incurred by KrisAssets Group as at the LPD.

**3.2 Contingent liabilities**

There are no contingent liabilities incurred or known to be incurred by KrisAssets Group as at the LPD.

**4. MATERIAL CONTRACTS**

Save as disclosed below, KrisAssets Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) for the 2 years immediately preceding the LPD:

- (i) Share Sale Agreement dated 15 March 2013 between KrisAssets and IGB for the disposal of the entire issued and paid-up share capital of MVC for a cash consideration of RM100,000 ("**MVC Disposal**"). The MVC Disposal was completed on 15 March 2013;
- (ii) Share Sale Agreement dated 15 March 2013 between KrisAssets and IGB for the disposal of the entire issued and paid-up share capital of MVCG for a cash consideration of RM100,000 ("**MVCG Disposal**"). The MVCG Disposal was completed on 15 March 2013; and
- (iii) Share Sale Agreement dated 25 March 2011 between KrisAssets and IGB ("**SSA**") for the acquisition of 100% equity interests in MVCG for a cash consideration of RM222.7 million (revised from RM215.7 million pursuant to the adjustment clause in the SSA), which was completed on 29 July 2011.

**5. MATERIAL LITIGATION**

As at the LPD, KrisAssets Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant, and the Board has no knowledge of any proceedings pending or threatened against KrisAssets Group or of any facts likely to give rise to any proceedings which may materially affect the financial position or business of KrisAssets Group.

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**FURTHER INFORMATION (Cont'd)**

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**6. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the Registered Office of the Company during normal office hours (except public holidays) from the date of this Circular, up to and including the date of EGM:

- (i) Memorandum and Articles of Association of KrisAssets;
- (ii) the written consents referred to in Section 2 above;
- (iii) material contracts referred to in Section 4 above; and
- (iv) declaration of solvency made by the Board as referred to in Section 2 of the letter to Shareholders.

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# KRISASSETS HOLDINGS BERHAD (24123-H)

*(Incorporated in Malaysia)*

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of KrisAssets Holdings Berhad (“**KrisAssets**” or “**Company**”) will be held at Bintang Ballroom, Level 5, Cititel Mid Valley, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur on Friday, 26 April 2013 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:

### **SPECIAL RESOLUTION PROPOSED MEMBERS’ VOLUNTARY WINDING-UP**

“**THAT**, the Company be and is hereby wound-up by way of members’ voluntary winding-up pursuant to Section 254(1)(b) of the Companies Act, 1965 (“**Act**”);

**THAT**, the appointed liquidators be and are hereby authorised, under Section 269(1) of the Act, to exercise any or all powers given by Sections 236(1)(b), (c), (d) and (e) of the Act;

**THAT**, the appointed liquidators be and are hereby authorised to distribute to the members of the Company in cash and/or in specie the surplus assets of the Company as the appointed liquidators may determine;

**AND THAT**, the appointed liquidators be and are hereby authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they may from time to time consider fit, necessary, desirable or expedient to give effect to such matters and this resolution.”

### **ORDINARY RESOLUTION PROPOSED APPOINTMENT OF LIQUIDATORS**

“**THAT**, subject to the passing of the Special Resolution and in accordance with Section 258(1) of the Act, Dato’ Gan Ah Tee and Mr Mok Chew Yin, both care of BDO Consulting Sdn Bhd, 12<sup>th</sup> Floor, Menara Uni.Asia, 1008, Jalan Sultan Ismail, 50250 Kuala Lumpur, having consented to act, be and are hereby appointed as liquidators of the Company (“**Liquidators**”) for the purposes of such winding-up at a remuneration of RM40,000 excluding out-of-pocket expenses which are to be billed based on actual costs incurred and that pursuant to Sections 269(1), (2) and (3) of the Act, the Liquidators may exercise all their powers and duties jointly and severally upon the passing of this resolution.”

BY ORDER OF THE BOARD

**Tina Chan** (MAICSA 7001659)  
Company Secretary

Kuala Lumpur  
4 April 2013

**Notes:**

**(1) Appointment of proxy**

- (a) Only shareholders whose names appear in the Record of Depositors on 22 April 2013 are entitled to attend the EGM or appoint a proxy to attend and vote on his/her behalf.
- (b) A shareholder is entitled to appoint not more than 2 proxies to participate in, and speak at and vote at, the EGM on behalf of the shareholder. The proxy need not be a shareholder of KrisAssets.
- (c) A shareholder, who is an exempt authorised nominee which hold shares in KrisAssets 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.
- (d) A member who appoints a proxy must execute the proxy form, and if 2 proxies are appointed, the number of shares to be represented by each proxy must be clearly indicated.
- (e) A corporate member who appoints a proxy must execute the proxy form under seal or the hand of its officer or attorney duly authorised.
- (f) The executed proxy form must be deposited at the Registered Office not less than 48 hours before the time of EGM.
- (g) The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed or illegible or where the true indications of the appointer are not ascertainable from the instructions of the appointer specified in the proxy form.

**(2) Registration of members/proxies**

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

# KRISASSETS HOLDINGS BERHAD (24123-H)

(Incorporated in Malaysia)

## PROXY FORM EXTRAORDINARY GENERAL MEETING ("EGM")

<b>CDS Account No.</b>

<b>**CDS Account No. of Authorised Nominee</b>

<b>Number of Shares Held</b>

\*I/We (full name) \_\_\_\_\_  
Identification/Company No. \_\_\_\_\_ of (address) \_\_\_\_\_

being a member of KrisAssets Holdings Berhad ("KrisAssets") hereby appoint (see note b):

1. \_\_\_\_\_ Identification No. \_\_\_\_\_ or failing him/her,
2. \_\_\_\_\_ Identification No. \_\_\_\_\_ or failing him/her,

or \*failing him/her, \*the Chairman of the meeting as \*my/our proxy to vote for \*me/us on \*my/our behalf at the Extraordinary General Meeting ("EGM") of KrisAssets to be held at Bintang Ballroom, Level 5, Cititel Mid Valley, Lingkaran Syed Putra, 59200 Kuala Lumpur on Friday, 26 April 2013 at 10.00 a.m. or at any adjournment thereof, in the manner indicated below:

Resolutions	In favour	Against	Abstain
Special Resolution – Proposed Members' Voluntary Winding-Up			
Ordinary Resolution – Proposed Appointment of Liquidators			

Please indicate with an "x" in the spaces above how you wish your votes to be cast.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2013

\_\_\_\_\_  
Signature of Member/  
Common seal of Corporate Shareholder

- \* Strike out whichever is not applicable
- \*\* Applicable to shares through a nominee account

### Notes:

- (a) Only shareholders whose names appear in the Record of Depositors on 22 April 2013 are entitled to attend the EGM or appoint a proxy to attend and vote on his/her behalf.
- (b) A shareholder is entitled to appoint not more than 2 proxies to participate in, and speak at and vote at, the EGM on behalf of the shareholder. The proxy need not be a shareholder of KrisAssets.
- (c) A shareholder, who is an exempt authorised nominee which hold shares in KrisAssets 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.
- (d) A member who appoints a proxy must execute the proxy form, and if 2 proxies are appointed, the number of shares to be represented by each proxy must be clearly indicated.
- (e) A corporate member who appoints a proxy must execute the proxy form under seal or the hand of its officer or attorney duly authorised.
- (f) The executed proxy form must be deposited at the Registered Office not less than 48 hours before the time of EGM.
- (g) The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed or illegible or where the true indications of the appointer are not ascertainable from the instructions of the appointer specified in the proxy form.



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AFFIX  
STAMP

The Company Secretary  
**KrisAssets Holdings Berhad**  
Level 32, The Gardens South Tower  
Mid Valley City  
Lingkaran Syed Putra  
59200 Kuala Lumpur

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