

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Sixth Annual General Meeting ('36th 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 Monday, 9 May 2011 at 3.00 p.m. for the following purposes:

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the year ended 31 December 2010 and Reports of the Directors and Auditors thereon. (Resolution 1)
2. To re-elect the following Directors who retire by rotation in accordance with Article 81 of the Company's Articles of Association ('Articles'):
 - (a) Robert Tan Chung Meng (Resolution 2)
 - (b) Le Ching Tai @ Lee Chen Chong (Resolution 3)
 - (c) Daniel Yong Chen-I (Resolution 4)
3. To re-appoint Messrs PricewaterhouseCoopers ('PwC') as Auditors of the Company for the financial year ending 31 December 2011 and to authorise the Directors to determine their remuneration. (Resolution 5)

Special Business

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

"THAT Tan Sri Dato' Dr. Lin See Yan, a Director who retires pursuant to Section 129(2) of the Act, be and is hereby reappointed as Director of the Company to hold office until the conclusion of the next annual general meeting ('AGM')." (Resolution 6)
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 and that such authority, unless revoked or varied by the Company in general meeting, shall continue in force until the conclusion of 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 7)

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

"THAT subject to Section 67A of the Act and Part IIIA of the Companies Regulations 1966, the Company's Memorandum and Articles and the Main Market Listing Requirements ('MMLR') of Bursa Malaysia Securities Berhad ('Bursa Securities'), the Directors of the Company be and are 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:

- (i) the aggregate number of shares purchased pursuant to the Share Buy-Back Mandate shall not exceed 10% of the issued and paid-up share capital of the Company;
- (ii) the maximum fund to be allocated by the Company pursuant to the Share Buy-Back Mandate shall not exceed the retained earnings or share premium of the Company as at 31 December 2010; and
- (iii) 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 conclusion of 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 8)

(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 Directors, major shareholders or persons connected with Directors and/ or major shareholders of the Group ('Related Parties') as specified in Section 2.2.1 of the Statement/Circular to Shareholders dated 15 April 2011 ('Statement/Circular'), provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the Group's day-to-day operations;
- (iii) 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
- (iv) not detrimental to the minority shareholders

('RRPT Mandate');

AND THAT the RRPT Mandate, unless revoked or varied by the Company in general meeting, shall continue in force until the conclusion of 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 9)

By Order of the Board
Tina Chan Lai Yin
Company Secretary

Kuala Lumpur
15 April 2011

Notes relating to Proxy and Registration:

(1) Appointment of proxy

A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. A member is entitled to appoint not more than two (2) proxies to attend and vote at the meeting. Where a member appoints more than one proxy, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy. In the case of a corporate member, the proxy form must be either under seal or under the hand of an attorney duly authorised. The proxy form must be deposited at the Registered Office/Share Registrar at Level 32, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than 48 hours before the time set for the meeting.

(2) Registration of members/proxies

Registration of members/proxies attending the 36th AGM will start at 1.00 p.m. Members/proxies are required to produce identification documents for registration.

Notes to the Agenda:

- (1) Pursuant to Section 169(1) and 174(1) of the Act and Article 133 of the Articles.
- (2) Pursuant to Article 81 of the Articles which requires one-third of the Directors to retire from office by rotation and every Director to submit himself for re-election at least once in each three year period.

Mr Robert Tan Chung Meng, Mr Le Ching Tai @ Lee Chen Chong and Mr Daniel Yong Chen-I are subject to retirement under Article 81 and being eligible, have offered themselves for re-election.
- (3) 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.
- (4) Pursuant to Section 129(6) of the Act which requires Directors over seventy years of age to be re-appointed by the shareholders every year.

Tan Sri Dato' Dr. Lin See Yan is subject to such retirement and re-appointment, and shall upon re-elected as Director of the Company, remain as the Chairman of the Company.
- (5) (a) Resolution 7, if approved, will empower the Directors of the Company, 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 2010 AGM.
- (b) Resolution 8 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.
- (c) Resolution 9 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.