



Reliance Pacific Berhad

(244521 A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 21st Annual General Meeting of Reliance Pacific Berhad will be held at the Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Monday, 30 September 2013 at 3.30 p.m. to transact the following business:-

AGENDA

A. ORDINARY BUSINESS

- 1.0 To receive the audited financial statements together with the reports of the Directors and Auditors for the financial year ended 31 March 2013.
- 2.0 Re-appointment of Messrs AljeffriDean as Auditors and that authority be and is hereby given for the Directors to determine their remuneration.
(Ordinary Resolution 1)
- 3.0 Approval of directors' fees for the financial year ended 31 March 2013.
(Ordinary Resolution 2)
- 4.0 Re-election and re-appointment of Directors
- 4.1 Re-election of Datin Irene Tan who retires in accordance with Article 130 of the Company's Articles of Association.
(Ordinary Resolution 3)
- 4.2 (a) Re-appointment of Lim Guan Chin who retires under Section 129(6) of the Companies' Act, 1965.
(Ordinary Resolution 4)

(b) Continuation in office as Independent Non-Executive Director

"THAT subject to the passing of Ordinary Resolution 4, authority be and is hereby given to Lim Guan Chin who has served as Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to serve as an Independent Non-Executive Director of the Company."
(Ordinary Resolution 5)

B. SPECIAL BUSINESS

To consider and, if thought fit, pass the following Ordinary Resolutions respectively:-

- 1.0 Section 132D of the Companies' Act, 1965

"THAT subject to the Companies' Act, 1965 ("the Act") and the Articles of Association of the Company, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the issued share capital of the Company for the time being and that the Directors are empowered to obtain the approval for the listing and the quotation of the additional shares so issued on Bursa Malaysia Securities Berhad 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)

2.0 Proposed Renewal of Share Buy-Back Authority

“THAT the Directors be and are hereby authorized to purchase the ordinary shares of the Company on the market of Bursa Malaysia Securities Berhad at any time upon such terms and conditions as the Directors in their absolute discretion deem fit provided that:-

- (i) the aggregate number of shares purchased (which may be treated as treasury shares) does not exceed ten percent (10%) of the issued capital of the Company; and
- (ii) funds allocated for the purchase of shares shall not exceed its retained profits and share premium account.

AND THAT the Directors be and are hereby further authorized to deal with the treasury shares in their absolute discretion (which may be distributed as dividends, resold and/or cancelled);

AND THAT such authority shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the forthcoming AGM, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first.”

(Ordinary Resolution 7)

3.0 Proposed Renewal of Shareholders’ Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Renewal of Shareholders’ Mandate”)

“THAT subject to the Companies’ Act, 1965 (“the Act”) the Memorandum and Articles of Association of the Company, the requirements of the Bursa Malaysia Securities Berhad and all relevant authorities, approval be and is hereby given to the Company and its subsidiaries, to enter and give effect to specified recurrent related party transactions of a revenue or trading nature and with specified classes of the related parties as stated in Section 2.1 of the Circular to shareholders dated 6 September 2013 which are necessary for the Group’s day-to-day operations subject further to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties other than those generally available to the public and are not to the detriment of the minority shareholders; and
- (ii) the Proposed Renewal of Shareholders’ Mandate is subject to annual renewal, if approved by the shareholders of RPB at the forthcoming 21st AGM shall take immediate effect from the date of the 21st AGM and continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the forthcoming 21st AGM at which such Proposed Renewal of Shareholders’ Mandate is passed, at which time it will lapse, unless by the resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Directors be and are hereby empowered to do all acts and things as they may be considered expedient or necessary to give full effect to the Proposed Renewal of Shareholders' Mandate on recurrent related party transactions with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities."

(Ordinary Resolution 8)

4.0 Proposed amendments to the Articles of Association of the Company

"THAT the proposed amendments to the Articles of Association of the Company as set out in Appendix I of the Circular to Shareholders dated 6 September 2013 (Proposed Amendments) be and is hereby approved and adopted.

AND THAT the Board of Directors of the Company be and is hereby authorized to do such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."

(Ordinary Resolution 9)

C. ANY OTHER BUSINESS

1.0 To transact any other business of which due notice shall have been given in accordance with the Companies' Act, 1965 and the Company's Articles of Association.

By Order of the Board

Tan Bee Leng
(MAICSA No. 7009994)
Secretary

Kuala Lumpur
Date: 6 September 2013

NOTES

1. Appointment of Proxy

Every member is entitled to appoint proxy or in the case of a corporation, to appoint representative to attend and vote in his/her stead. A proxy need not be a member of the Company. The Proxy Form must be signed by the appointer or by his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.

The Proxy Form must be deposited at the Registered Office of the Company at Block A, Unit A-5-3 Megan Avenue II, 12 Jalan Yap Kwan Seng, 50450 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.

For the purpose of determining who shall attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors (ROD) as at 24 September 2013 and only a depositor whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote on his/her behalf.

2. Audited financial statements

The agenda is meant for discussion only as under the provision of Section 169(1) of the Companies' Act 1965, the audited financial statements do not require formal approval of shareholders, hence the matter will not be put for voting.

3. Retention of Independent Director

A yearly review was conducted on Mr Lim Guan Chin as an independent non-executive director at the Nominating Committee Meeting held on 29 August 2013. This assessment of Mr Lim Guan Chin as an independent non-executive director was also tabled to the Board on the same day.

Mr Lim has been most contributive to the company on the areas of responsibilities where he serves as an independent non-executive director.

The Board is of the opinion that Mr Lim's re-appointment as independent non-executive director deserves to be presented to the shareholders for approval.

4. Authority to issue shares under Section 132D

The proposed Ordinary Resolution 6 in relation to authority to allot shares pursuant to Section 132D of the Companies' Act, 1965 ("the Act"), if passed will empower the Directors to issue shares up to an aggregate amount not exceeding 10% of the issued share capital of the Company for purposes of funding future investment projects, working capital, acquisition and/or so forth. The approval is a renewed general mandate and is sought to provide flexibility and avoid any delay and cost in convening a general meeting for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

5. Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 7 if passed, shall empower the Directors from the date of the 21st Annual General Meeting ("AGM"), to purchase the Company's shares up to 10% of the issued and paid up share capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. Please refer to the Circular to Shareholders dated 6 September 2013 with regard to the Ordinary Resolution 7.

6. Proposed Renewal of Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 8, if passed, will empower the Directors from the date of the 21st Annual General Meeting ("AGM"), to deal with the related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations. These Recurrent Related Party Transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. Please refer to the Circular to Shareholders dated 6 September 2013 with regard to the Ordinary Resolution 8.

7. Proposed Amendments to the Articles of Association

The Proposed Amendments to the Articles of Association is to reflect the recent amendments to the Listing Requirements of Bursa Malaysia Securities Berhad.

Resolution No 9 if passed, will allow a member who is an exempt authorized nominee to appoint multiple proxies for each omnibus account it holds and expressly disallows any restriction on a proxy's qualification and accord proxies the same rights as members to speak at general meetings.