



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 19th Annual General Meeting of Reliance Pacific Berhad will be held at the Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan 3/1558, Bukit Jalil, 57000 Kuala Lumpur on Friday 23 September 2011 at 10.30 a.m. to transact the following business:-

AGENDA

1. To receive the audited financial statements together with the reports of the Directors and Auditors for the financial year ended 31 March 2011.
2. Re-appointment of a director under Section 129(6) of Companies' Act, 1965.
(a) Lim Guan Chin (ORDINARY RESOLUTION 1)
3. Re-election of directors retiring under Article 98 of the Company's Articles of Association:-
(a) Tan Sin Chong (ORDINARY RESOLUTION 2)
(b) Dato' Samsudin Bin Abu Hassan (ORDINARY RESOLUTION 3)
4. Approval of directors' fees for the financial year ended 31 March 2011. (ORDINARY RESOLUTION 4)
5. Re-appointment of Messrs AljeffriDean as Auditors and that authority be and is hereby given for the Directors to determine their remuneration. (ORDINARY RESOLUTION 5)
6. AS SPECIAL BUSINESS

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

- 6.1 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)

6.2 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");
- (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)

6.3 Proposed Shareholders' Ratification and Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

"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 for the proposed shareholders' ratification and proposed shareholders' mandate for recurrent related party transactions of a revenue and trading nature entered into or to be entered into by RPB Group as stated in Section 2.1.1 of the Circular to shareholders dated 29 August 2011 which are necessary for its day-to-day operations on the basis that these transactions were/are on terms which were/are not more favourable to the Related Parties than those generally available to the public and were/are not detrimental to the minority shareholders of the Company.

THAT the proposed shareholders' mandate is subject to annual renewal and any authority conferred by the proposed shareholders' mandate shall only continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which the proposed shareholders' mandate was passed, at which time it will lapse, unless by a 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 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 shareholders' ratification and proposed 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)

6.4 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 2.2.1 of the Circular to shareholders dated 29 August 2011 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 which shall only continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by a 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 Act; or
- (c) revoked or varied by resolution passed by the shareholders in 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 9)

7. To transact any other business of which due notice shall have been given in accordance with the Companies' Act, 1965.

By Order of the Board

Tan Bee Leng
(MAICSA No. 7009994)
Secretary

Kuala Lumpur
Date: 29 August 2011

NOTES

1. **Appointment Of Proxy**
Every member is entitled to appoint a proxy or in the case of a corporation, to appoint a representative to attend and vote in his stead. A proxy need not be a member of the Company. The Form of Proxy 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 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.
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. **Retirement Of Director**
Dato' Abdul Rahim Bin Osman retires under Article 91 of the Articles of Association and does not wish to seek re-election.
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 the time being, for such purposes as the Directors consider would be in the interests of the Company. This new general mandate will provide flexibility to the Company for any possible fund raising activities, funding future investments project(s), working capital and/or acquisitions. This would avoid any delay and cost involved in convening a general meeting to approve such issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting ("AGM") of the Company. The Company did not issue any new shares based on the previous mandate obtained at the last AGM because there was no need for any fund raising activity for the purpose of investment, acquisition or working capital.
5. **Proposed Renewal Of Share Buy-Back Authority**
The proposed Ordinary Resolution 7, if passed, shall empower the Directors from the date of the 19th 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 29 August 2011 with regard to the Ordinary Resolution 7.
6. **Proposed Shareholders' Ratification And Proposed Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature**
The proposed Ordinary Resolution 8, if passed, will empower the Company to do the following:
(a) to ratify the specified recurrent related party transactions entered into by the Company from 1 April 2011, being the date of the disposal of certain subsidiary companies to the date of the 19th Annual General Meeting ("AGM"); and
(b) to enter into recurrent related party transactions from the date of the Company's 19th AGM up to the conclusion of the next AGM.
7. **Proposed Renewal of Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature**
The proposed Ordinary Resolution 9, if passed, will empower the Directors from the date of the 19th 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 29 August 2011 with regard to the Ordinary Resolutions 9.