



HALEX HOLDINGS BERHAD

(Company No: 206220-U)
(Incorporated in Malaysia under the Companies Act, 1965)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty Fourth Annual General Meeting of Halex Holdings Berhad will be held at 10:30am at Meeting Room 2, Renaissance Johor Bahru Hotel, Johor Bahru, on Thursday, 26 March 2015 for the following businesses:

1. To receive the Audited Financial Statements for the financial year ended 30 September 2014 and the Directors' and Auditors' Reports thereon. (Resolution 1)
2. To approve the payment of Directors' fees amounting to RM288,000.00 for the financial year ended 30 September 2014. (Resolution 2)
3. To re-appoint General Tan Sri Dato' Sri Abdul Rahman Bin Abdul Hamid (Rtd) who retires pursuant to Section 129 of the Companies Act, 1965 as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company. (Resolution 3)
4. To re-elect the following Directors, who retire in accordance with Article 93 of the Company's Articles of Association as follows :-
 - a. Lieutenant General Dato' Wira Hj Masood Bin Hj Zainal Abidin (Rtd) (Resolution 4)
 - b. Chen Sen Loon (Resolution 5)
 - c. Lim Pang Yan (Resolution 6)
 - d. Philip A/L S. Anthonysamy (Resolution 7)
 - e. Sr. Teh Teik Bin (Resolution 8)
 - f. Leong Kah Mun (Resolution 9)
5. To re-appoint Messrs STYL Associates as auditors of the Company and to authorize the Directors to fix their remuneration. (Resolution 10)

AS SPECIAL BUSINESS

To consider and, if deemed fit, to pass the following resolutions :

6. **Ordinary Resolution**
Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965. (Resolution 11)
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company, at any time until the conclusion of the next Annual General Meeting 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 issued does not exceed ten per cent (10%) of the issued capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotments and issues."
7. **Ordinary Resolution**
Proposed Renewal of Authority for Share Buy-Back (Resolution 12)
"THAT subject to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental authorities, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares of RM0.50 each in the Company's issued and paid-up share capital through Bursa Securities from time to time, upon such terms and conditions as the Directors may deem fit in the interest of the Company PROVIDED THAT:-
 - a. The maximum aggregate number of ordinary shares which may be purchased and/or held by the Company shall not exceed ten per cent (10%) of the issued and paid-up share capital of the Company at any one time;
 - b. The maximum amount of funds to be allocated for the purpose of purchasing its own shares shall not exceed the aggregate amount of the share premium and retained profits of the Company;
 - c. The authority conferred by this resolution shall commence immediately upon passing of this ordinary resolution and will continue to be in force until :-
 - (i) the conclusion of the next AGM of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions; or
 - (ii) the expiration of the period within which the next AGM after that date is required to be held; or
 - (iii) Revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,whichever occurs first.AND THAT the Board of Directors ("Board") be and are hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 67A of the Act) and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/or to retain part of the Purchased Shares as treasury shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and other relevant authorities for the time being in force;
AND THAT the Board be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interests of the Company."
8. To transact any other business for which due notice shall have been given.

By order of the Board,

.....
LAANG JHE HOW (MIA 25193)
(Company Secretary)
Kuala Lumpur
Dated: 5 March 2015

Notes:

1. A member shall be entitled to appoint two (2) proxies to attend, vote and speak at the Meeting and a member who appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
2. A proxy may but need not be a member of the company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of an officer or its attorney duly authorized.
5. The proxy form must be deposited at the registered office, No. 9, Jalan Taruka, Tampoi Industrial Estate, 81200 Johor Bahru, Johor D.T not less than 48 hours before the time appointed the holding of the Meeting.
6. In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 March 2015 ("General Meeting Record of Depositors") shall be entitled to attend, vote and speak at the Meeting or appoint a proxy or proxies to attend, vote and speak in his/her stead.

1. Explanatory Notes on Ordinary Business:-

Ordinary Resolution 1 Audited Financial Statement for the financial year ended 30 September 2014

The item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, the Agenda will not be put forward for voting.

2. Explanatory notes on Special Business

a. Ordinary Resolution 11

Proposed authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the Twenty Fourth AGM of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the Twenty Third AGM of the Company held on 31 March 2014 (hereinafter referred to as the "Previous Mandate").

On 15 September 2014, under the Previous Mandate, the Company issued 6,000,000 ordinary shares of RM0.50 each at an exercise price of RM0.85 each. The proceeds raised were used for working capital.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

b. Ordinary Resolution 12

Proposed Renewal of Authority for Share Buy-Back

The proposed Ordinary Resolution 12, if passed, will empower the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting. For further information, please refer to the Statement to Shareholders dated 5 March 2015 which is circulated together with this Annual Report.