



## ASIA FILE CORPORATION BHD

(Company No. : 313192-P)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of shareholders of the Company will be held at Merbah 1 Room, Hotel Equatorial, No. 1, Jalan Bukit Jambul, 11900 Penang on Monday, 27 September 2010 at 10.00 a.m. for the following purposes:-

1. To receive the Audited Financial Statements for the year ended 31 March 2010 and the Reports of Directors and Auditors thereon.
2. To consider and if thought fit, pass the following resolutions pursuant to Section 129 of the Companies Act, 1965:
  - i) "That Mr. Khoo Khai Hong, retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting." Ordinary Resolution 1
  - ii) "That Mr. Ooi Ean Chin, retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting." Ordinary Resolution 2
3. To re-elect the following Director who retires pursuant to Article 80 of the Company's Articles of Association:
  - 1) Lim Soon Huat Ordinary Resolution 3
4. To approve a Final dividend of 16% less 25% tax for the year ended 31 March 2010. Ordinary Resolution 4
5. To approve Directors' Fees of RM242,000.00 for the year ended 31 March 2010. Ordinary Resolution 5
6. To re-appoint Messrs. KPMG as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 6
7. As Special Business  
To consider, and if thought fit, to pass the following Ordinary Resolutions:-  
ORDINARY RESOLUTIONS

#### (A) Power to issue shares pursuant to Section 132D, Companies Act, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the Annual General Meeting commencing next after the date on which the approval was given; or the expiration of the period within which the next Annual General Meeting after that date is required by law to be held whichever is earlier; but any approval may be previously revoked or varied by the Company in general meeting."

Ordinary Resolution 7

#### (B) Proposed purchase of own shares by the Company

"THAT, subject to the compliance with all applicable rules, regulations and orders made pursuant to the Companies Act, 1965, provisions of the Company's Memorandum and Articles of Association and the requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities") and any other approvals from all relevant governmental and/or regulatory authorities:

the Directors of the Company be and are hereby authorised to purchase its own Shares through Bursa Securities, subject to the following:-

- a) The maximum number of ordinary shares which may be purchased and/or held by the Company shall be ten per centum (10%) of the issued and paid-up ordinary share capital of the Company for the time being ("Asia File Shares");
- b) The maximum fund to be allocated by the Company for the purpose of purchasing Asia File Shares shall not exceed the retained profits and share premium account of the Company which stood at RM16.15 million and RM14.43 million respectively as at 31 March 2010 based on the audited accounts.
- c) The authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and will expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution or the expiry of the period within which the next AGM is required by law to be held (unless earlier revoked or varied by Ordinary Resolution in a general meeting of shareholders of the Company) but not so as to prejudice the completion of a purchase by the Company or any person before the aforesaid expiry date, in any event, in accordance with the provisions of the guidelines issued by the Bursa Securities or any other relevant authorities;
- d) Upon completion of the purchase(s) of the Shares by the Company, the Shares shall be dealt with in the following manner:-
  - i) to cancel the Shares so purchased; or
  - ii) to retain the Shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities; or
  - iii) to retain part of the Shares so purchased as treasury shares and cancel the remainder.

The Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase of Asia File Shares."

Ordinary Resolution 8

#### (C) Proposed Amendments to the Articles of Association of the Company

"THAT the amendments to the Articles of Association of the Company contained in Appendix I be and are hereby approved."

8. To transact any other business of which due notice shall have been given. Special Resolution 1

#### DIVIDEND ANNOUNCEMENT

NOTICE IS ALSO HEREBY GIVEN that a depositor shall qualify for entitlement to the dividend only in respect of:-

- a. Shares transferred into the depositor's securities account before 4.00 p.m. on 1 December 2010 in respect of ordinary transfers; and
- b. Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

The dividends, if approved will be paid on 24 December 2010 to depositors registered in the Records of Depositors at the close of business on 1 December 2010.

BY ORDER OF THE BOARD

LAM VOON KEAN (MIA 4793)

Company Secretary  
Penang, 3 September 2010

#### Notes:

1. A member may appoint up to 2 proxies to attend on the same occasion. A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy. If a Member appoints 2 proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
2. Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. If the appointor is a corporation, the proxy form must be executed under the seal or under the hand of its officer or attorney duly authorised in writing.
4. To be valid, the proxy form must be deposited at the Company's Registered Office at Suite 2-1, 2nd Floor, Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang, not less than forty-eight (48) hours before the time appointed for holding the meeting.

#### Explanatory Notes on Special Business

1. The proposed Ordinary Resolution No. 7 is for the purpose of granting a renewed general mandate ("General Mandate") and if passed, will empower the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965 to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being. This General Mandate, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to this mandate granted to the Directors at the last Annual General Meeting held on 29 September 2009 and which will lapse at the conclusion of this Sixteenth Annual General Meeting.

This 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 further investment project(s), working capital and/or acquisitions.

2. The Ordinary Resolution No. 8, if passed, will allow the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the issued and paid up share capital of the Company. This authority will, unless revoked or varied by the Company in general meeting, expires at the next Annual General Meeting of the Company.
3. The Special Resolution No. 1, if passed, will amend the Articles of Association of the Company to be in compliance with the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad.

#### Statement Accompanying Notice of Annual General Meeting:

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

- No individual is seeking election as a Director at the forthcoming Sixteenth Annual General Meeting of the Company.