



## ASIA FILE CORPORATION BHD.

(Company No.: 313192-P)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Merbah 1 Room, Hotel Equatorial, No.1, Jalan Bukit Jambul, 11900 Penang on Monday, 29 September 2014 at 10.30 a.m. or immediately following the conclusion or adjournment of the 20<sup>th</sup> Annual General Meeting of the Company, which will be held at the same venue and on the same day at 10.00 a.m. for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

#### **ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF UP TO 71,762,460 NEW ORDINARY SHARES OF RM1.00 EACH ("SHARES"), TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF THREE (3) NEW SHARES FOR EVERY FIVE (5) EXISTING SHARES HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")**

"**THAT**, subject to the approvals of all relevant authorities and/or parties (where required) for the listing of and quotation for the new Shares to be issued hereunder, authority be and is hereby given to the Board of Directors of the Company ("**Board**") to capitalise a sum of up to RM71,762,460 from the Company's share premium and retained earnings accounts by way of a bonus issue and that the same be applied in making payment in full at par of up to 71,762,460 new Shares in the share capital of the Company;

**AND THAT** such new Shares be distributed and credited as fully paid-up to the registered shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on a date to be determined by the Board on the basis of three (3) new Shares for every five (5) existing Shares held then by such shareholders on that date;

**AND THAT** fractional entitlements, if any, will be disregarded and dealt with in such manner as the Board in their discretion think expedient and in the interest of the Company;

**AND THAT** such new Shares shall, upon allotment and issuance, rank pari passu in all respects with the existing Shares of the Company upon listing;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, and do all acts and things as may be required for or in connection with and to give effect to, and to implement the Proposed Bonus Issue with full power to amend and/or assent or comply with any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and/or parties."

**By Order of the Board**

**TAI YIT CHAN (MAICSA 7009143)**  
**ONG TZE-EN (MAICSA 7026537)**  
Joint Company Secretaries

Penang, 5 September 2014

**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 Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
3. *Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner in one (1) 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.*  
*An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
4. *The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.*
5. *For a proxy to be valid, the Proxy Form duly completed must be deposited at the Registered Office of the Company at Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A, Jalan Sultan Ahmad Shah, 10050 Penang, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.*
6. *In respect of deposited securities, only a Depositor whose name appears on the Record of Depositors on 22 September 2014 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy to attend and/or vote in his/her behalf.*