



# RCE CAPITAL BERHAD

(Company No. 2444-M)  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of RCE Capital Berhad ("**RCE**" or the "**Company**") will be held at Tun Rahah Grand Hall, 1st Floor, Menara Yayasan Tun Razak, 200 Jalan Bukit Bintang, 55100 Kuala Lumpur on Thursday, 20 August 2009 at 10.50 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Fifty-Fifth Annual General Meeting of the Company, which will be held at the same venue and on the same day at 10.30 a.m., whichever is the later, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

### ORDINARY RESOLUTION 1

#### PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("**ESOS**" OR "**SCHEME**") FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF RCE CAPITAL BERHAD AND ITS SUBSIDIARIES ("**PROPOSED ESOS**")

**"THAT**, subject to all relevant approvals being obtained, the Company be and is hereby authorised:

- (i) to establish, implement and administer an ESOS for the benefit of the eligible directors and employees and of the Company and its subsidiary companies which are not dormant ("**RCE Group**") who meets the criteria of eligibility for participation in the Proposed ESOS ("**Eligible Employees**") in accordance with the Bylaws of the Proposed ESOS ("**Bylaws**") set out in Appendix I of the Circular to Shareholders dated 29 July 2009;
- (ii) to allot and issue from time to time such number of new ordinary shares of RM0.10 each in RCE ("**RCE Shares**") as may be required to be issued to Eligible Employees pursuant to their exercise of options under the Proposed ESOS (including such additional options issued pursuant to the Bylaws), provided that the total number of new RCE Shares to be allotted and issued shall not exceed 15% in aggregate of the total issued and paid-up share capital of RCE at any point of time during the existence of the Scheme and that such new RCE Shares shall, upon allotment and issue, rank pari passu in all respects with the then existing issued and paid-up share capital of RCE, except that the new RCE Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other distributions where the entitlement date (i.e. the date as at the close of business on which shareholders must be registered in the Record of Depositors maintained with Bursa Malaysia Depository Sdn Bhd in order to be entitled to any dividends, rights, allotments or other distributions) is prior to the date of allotment of the new RCE Shares;
- (iii) to make the necessary applications to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for permission to deal in and for the listing of and quotation for the new RCE Shares that may hereafter from time to time be allotted and issued pursuant to the Proposed ESOS (including such additional Options issued pursuant to the Bylaws); and
- (iv) to modify and/or amend the Proposed ESOS from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board of Directors of RCE ("**Board**") provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the Bylaws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS.

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed ESOS with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities;

**AND THAT** the proposed Bylaws of the Proposed ESOS, as set out in Appendix I of the Circular to Shareholders dated 29 July 2009, be and is hereby approved."

### ORDINARY RESOLUTION 2

#### PROPOSED OFFER OF OPTIONS TO TAN SRI DATO' AZMAN HASHIM

**"THAT**, subject to the passing of the Ordinary Resolution 1 above and the approvals of all other relevant authorities, where applicable, the Options Committee be and is hereby authorised at any time, and from time to time, to offer to Tan Sri Dato' Azman Hashim, the Non-Independent Executive Chairman of RCE, options to subscribe for a maximum of 2,000,000 new RCE Shares pursuant to the ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the Bylaws governing and constituting the ESOS and the Board be and is hereby authorised to allot and issue from time to time such number of new RCE Shares to Tan Sri Dato' Azman Hashim pursuant to his exercise of options under the ESOS."

### ORDINARY RESOLUTION 3

#### PROPOSED OFFER OF OPTIONS TO MAJOR GENERAL (RTD) DATO' HAJI FAUZI BIN HUSSAIN

**"THAT**, subject to the passing of the Ordinary Resolution 1 above and the approvals of all other relevant authorities, where applicable, the Options Committee be and is hereby authorised at any time, and from time to time, to offer to Major General (Rtd) Dato' Haji Fauzi bin Hussain, the Independent Non-Executive Director of RCE, options to subscribe for a maximum of 1,600,000 new RCE Shares or such other maximum allowable allocation corresponding to his designation or category as provided in the Bylaws at the time of the relevant offer, pursuant to the ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the Bylaws governing and constituting the ESOS and the Board be and is hereby authorised to allot and issue from time to time such number of new RCE Shares to Major General (Rtd) Dato' Haji Fauzi bin Hussain pursuant to his exercise of options under the ESOS."

### ORDINARY RESOLUTION 4

#### PROPOSED OFFER OF OPTIONS TO DATUK MOHD ZAMAN KHAN @ HASSAN BIN RAHIM KHAN

**"THAT**, subject to the passing of the Ordinary Resolution 1 above and the approvals of all other relevant authorities, where applicable, the Options Committee be and is hereby authorised at any time, and from time to time, to offer to Datuk Mohd Zaman Khan @ Hassan bin Rahim Khan, the Independent Non-Executive Director of RCE, options to subscribe for a maximum of 1,600,000 new RCE Shares or such other maximum allowable allocation corresponding to his designation or category as provided in the Bylaws at the time of the relevant offer, pursuant to the ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the Bylaws governing and constituting the ESOS and the Board be and is hereby authorised to allot and issue from time to time such number of new RCE Shares in the Company to Datuk Mohd Zaman Khan @ Hassan bin Rahim Khan pursuant to his exercise of options under the ESOS."

### ORDINARY RESOLUTION 5

#### PROPOSED OFFER OF OPTIONS TO DATO' CHE MD NAWAWI BIN ISMAIL

**"THAT**, subject to the passing of the Ordinary Resolution 1 above and the approvals of all other relevant authorities, where applicable, the Options Committee be and is hereby authorised at any time, and from time to time, to offer to Dato' Che Md Nawawi bin Ismail, the Independent Non-Executive Director of RCE, options to subscribe for a maximum of 1,600,000 new RCE Shares or such other maximum allowable allocation corresponding to his designation or category as provided in the Bylaws at the time of the relevant offer, pursuant to the ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the Bylaws governing and constituting the ESOS and the Board be and is hereby authorised to allot and issue from time to time such number of new RCE Shares in the Company to Dato' Che Md Nawawi bin Ismail pursuant to his exercise of options under the ESOS."

### ORDINARY RESOLUTION 6

#### PROPOSED OFFER OF OPTIONS TO CHEW KENG YONG

**"THAT**, subject to the passing of the Ordinary Resolution 1 above and the approvals of all other relevant authorities, where applicable, the Options Committee be and is hereby authorised at any time, and from time to time, to offer to Chew Keng Yong, the Independent Non-Executive Director of RCE, Options to subscribe for a maximum of 1,600,000 new RCE Shares or such other maximum allowable allocation corresponding to his designation or category as provided in the Bylaws at the time of the relevant offer, pursuant to the ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the Bylaws governing and constituting the ESOS and the Board be and is hereby authorised to allot and issue from time to time such number of new RCE Shares in the Company to Chew Keng Yong pursuant to his exercise of options under the ESOS."

### ORDINARY RESOLUTION 7

#### PROPOSED OFFER OF OPTIONS TO SOO KIM WAI

**"THAT**, subject to the passing of the Ordinary Resolution 1 above and the approvals of all other relevant authorities, where applicable, the Options Committee be and is hereby authorised at any time, and from time to time, to offer to Soo Kim Wai, the Non-Independent Non-Executive Director of RCE, options to subscribe for a maximum of 1,600,000 new RCE Shares or such other maximum allowable allocation corresponding to his designation or category as provided in the Bylaws at the time of the relevant offer, pursuant to the ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the Bylaws governing and constituting the ESOS and the Board be and is hereby authorised to allot and issue from time to time such number of new RCE Shares in the Company to Soo Kim Wai pursuant to his exercise of options under the ESOS."

### ORDINARY RESOLUTION 8

#### PROPOSED OFFER OF OPTIONS TO SHALINA AZMAN

**"THAT**, subject to the passing of the Ordinary Resolution 1 above and the approvals of all other relevant authorities, where applicable, the Options Committee be and is hereby authorised at any time, and from time to time, to offer to Shalina Azman, the Non-Independent Non-Executive Director of RCE, options to subscribe for a maximum of 1,600,000 new RCE Shares or such other maximum allowable allocation corresponding to her designation or category as provided in the Bylaws at the time of the relevant offer, pursuant to the ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the Bylaws governing and constituting the ESOS and the Board be and is hereby authorised to allot and issue from time to time such number of new RCE Shares in the Company to Shalina Azman pursuant to her exercise of options under the ESOS."

### ORDINARY RESOLUTION 9

#### PROPOSED OFFER OF OPTIONS TO SHAHMAN AZMAN

**"THAT**, subject to the passing of the Ordinary Resolution 1 above and the approvals of all other relevant authorities, where applicable, the Options Committee be and is hereby authorised at any time, and from time to time, to offer to Shahman Azman, the Non-Independent Non-Executive Director of RCE, options to subscribe for a maximum of 1,600,000 new RCE Shares or such other maximum allowable allocation corresponding to his designation or category as provided in the Bylaws at the time of the relevant offer, pursuant to the ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the Bylaws governing and constituting the ESOS and the Board be and is hereby authorised to allot and issue from time to time such number of new RCE Shares in the Company to Shahman Azman pursuant to his exercise of options under the ESOS."

By Order of the Board

**JOHNSON YAP CHAON SENG (MIA 20766)**

**SEOW FEI SAN (MAICSA 7009732)**

Secretaries

Petaling Jaya

29 July 2009

#### Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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.
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 its Common Seal or under the hand of the attorney.
5. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Registered Office of the Company at 312, 3rd Floor, Block C, Kelana Square, 17 Jalan SS 7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.