



KYM HOLDINGS BHD.

(Company No. 84303-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of KYM Holdings Bhd ("KYM" or the "Company") will be held at the Company's Office at No. 12, Lorong Medan Tuanku Satu 50300 Kuala Lumpur, Malaysia on Tuesday, 13 April 2010 at 2.30 p.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions, with or without any modifications:-

ORDINARY RESOLUTION 1 PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME INVOLVING UP TO FIFTEEN PER CENTUM (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY ("PROPOSED ESOS")

"THAT subject to the provisions under the Companies Act, 1965 ("the Act") and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("MMLR") and the approvals of the relevant authorities being obtained for the Proposed ESOS, approval be and is hereby given to the Company to:-

- establish and administer the Proposed ESOS which involves the granting of options to all eligible employees of KYM and its subsidiaries ("KYM Group" or "the Group") including Directors of the Group (excluding subsidiaries which are dormant) who meet the criteria of eligibility for participation of the Proposed ESOS ("Eligible Persons") as set out in the By-Laws, a draft of which is set out in Appendix I of the Circular to Shareholders dated 29 March 2010 ("By-Laws");
- allot and issue such number of new ordinary shares of RM0.50 each ("KYM Shares") to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed ESOS while this approval is in force provided that the aggregate number of KYM Shares to be allotted and issued shall not exceed fifteen per centum (15%) of the issued and paid-up share capital of the Company at any one time throughout the duration of the Proposed ESOS;
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Securities for the listing of and quotation for the new KYM Shares which may from time to time be allotted and issued pursuant to the Proposed ESOS. Such new KYM Shares will, upon allotment and issuance, rank pari passu in all respects with the then existing issued and paid-up shares of the Company and will be subject to all the provisions of the Articles of Association of the Company (including those relating to transfer and transmission); and
- modify and/or amend the Proposed ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS,

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed ESOS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

ORDINARY RESOLUTION 2 PROPOSED GRANTING OF OPTIONS TO DATO' SERI DR. ISAHAK BIN YEOP MOHAMAD SHAR

"THAT, subject to the passing of Ordinary Resolution 1 above, approval be and is hereby given to the Option Committee appointed by the Board of Directors of the Company to administer the Proposed ESOS of the Company, at any time, and from time to time, to offer and grant to Dato' Seri Dr. Isahak bin Yeop Mohamad Shar, being the Executive Chairman and Chief Executive Officer of the Company, options to subscribe for such number of new KYM Shares under the Proposed ESOS, and to allot and issue such number of new KYM Shares to him upon exercise of the options, subject always to:-

- the number of KYM Shares allocated, in aggregate to the Directors and senior management of the Company and/or its subsidiaries (other than a company which is dormant) does not exceed fifty percent (50%) of the total KYM Shares available under the Scheme;
- the number of KYM Shares allocated to any individual eligible director or eligible employee who either singly or collectively through his or her associates or persons connected with the eligible director or eligible employee (as defined in the Companies Act, 1965) holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, does not exceed ten percent (10%) of the total KYM Shares available under the Scheme; and

such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

ORDINARY RESOLUTION 3 PROPOSED GRANTING OF OPTIONS TO DATO' CHONG THIN CHOY

"THAT, subject to the passing of Ordinary Resolution 1 above, approval be and is hereby given to the Option Committee appointed by the Board of Directors of the Company to administer the Proposed ESOS of the Company, at any time, and from time to time, to offer and grant to Dato' Chong Thin Choy, being the Managing Director of the Company, options to subscribe for such number of new KYM Shares under the Proposed ESOS, and to allot and issue such number of new KYM Shares to him upon exercise of the options, subject always to:-

- the number of KYM Shares allocated, in aggregate to the Directors and senior management of the Company and/or its subsidiaries (other than a company which is dormant) does not exceed fifty percent (50%) of the total KYM Shares available under the Scheme;
- the number of KYM Shares allocated to any individual eligible director or eligible employee who either singly or collectively through his or her associates or persons connected with the eligible director or eligible employee (as defined in the Companies Act, 1965) holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, does not exceed ten percent (10%) of the total KYM Shares available under the Scheme; and

such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

ORDINARY RESOLUTION 4 PROPOSED GRANTING OF OPTIONS TO DATO' LIM KHENG YEW

"THAT, subject to the passing of Ordinary Resolution 1 above, approval be and is hereby given to the Option Committee appointed by the Board of Directors of the Company to administer the Proposed ESOS of the Company, at any time, and from time to time, to offer and grant to Dato' Lim Kheng Yew, being the Executive Director of the Company, options to subscribe for such number of new KYM Shares under the Proposed ESOS, and to allot and issue such number of new KYM Shares to him upon exercise of the options, subject always to:-

- the number of KYM Shares allocated, in aggregate to the Directors and senior management of the Company and/or its subsidiaries (other than a company which is dormant) does not exceed fifty percent (50%) of the total KYM Shares available under the Scheme;
- the number of KYM Shares allocated to any individual eligible director or eligible employee who either singly or collectively through his or her associates or persons connected with the eligible director or eligible employee (as defined in the Companies Act, 1965) holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, does not exceed ten percent (10%) of the total KYM Shares available under the Scheme; and

such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

ORDINARY RESOLUTION 5 PROPOSED GRANTING OF OPTIONS TO DATO' WIRA ABDUL RAHMAN BIN HAJI ISMAIL

"THAT, subject to the passing of Ordinary Resolution 1 above, approval be and is hereby given to the Option Committee appointed by the Board of Directors of the Company to administer the Proposed ESOS of the Company, at any time, and from time to time, to offer and grant to Dato' Wira Abdul Rahman bin Haji Ismail, being the Independent Non-Executive Director of the Company, options to subscribe for such number of new KYM Shares under the Proposed ESOS, and to allot and issue such number of new KYM Shares to him upon exercise of the options, subject always to:-

- the number of KYM Shares allocated, in aggregate to the Directors and senior management of the Company and/or its subsidiaries (other than a company which is dormant) does not exceed fifty percent (50%) of the total KYM Shares available under the Scheme;
- the number of KYM Shares allocated to any individual eligible director or eligible employee who either singly or collectively through his or her associates or persons connected with the eligible director or eligible employee (as defined in the Companies Act, 1965) holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, does not exceed ten percent (10%) of the total KYM Shares available under the Scheme; and

such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

ORDINARY RESOLUTION 6 PROPOSED GRANTING OF OPTIONS TO DATUK MANSOR BIN MASIKON

"THAT, subject to the passing of Ordinary Resolution 1 above, approval be and is hereby given to the Option Committee appointed by the Board of Directors of the Company to administer the Proposed ESOS of the Company, at any time, and from time to time, to offer and grant to Datuk Mansor bin Masikon, being the Independent Non-Executive Director of the Company, options to subscribe for such number of new KYM Shares under the Proposed ESOS, and to allot and issue such number of new KYM Shares to him upon exercise of the options, subject always to:-

- the number of KYM Shares allocated, in aggregate to the Directors and senior management of the Company and/or its subsidiaries (other than a company which is dormant) does not exceed fifty percent (50%) of the total KYM Shares available under the Scheme;
- the number of KYM Shares allocated to any individual eligible director or eligible employee who either singly or collectively through his or her associates or persons connected with the eligible director or eligible employee (as defined in the Companies Act, 1965) holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, does not exceed ten percent (10%) of the total KYM Shares available under the Scheme; and

such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

ORDINARY RESOLUTION 7 PROPOSED GRANTING OF OPTIONS TO DATO' IR. MOHAMAD OTHMAN BIN ZAINAL AZIM

"THAT, subject to the passing of Ordinary Resolution 1 above, approval be and is hereby given to the Option Committee appointed by the Board of Directors of the Company to administer the Proposed ESOS of the Company, at any time, and from time to time, to offer and grant to Dato' Ir. Mohamad Othman bin Zainal Azim, being the Independent Non-Executive Director of the Company, options to subscribe for such number of new KYM Shares under the Proposed ESOS, and to allot and issue such number of new KYM Shares to him upon exercise of the options, subject always to:-

- the number of KYM Shares allocated, in aggregate to the Directors and senior management of the Company and/or its subsidiaries (other than a company which is dormant) does not exceed fifty percent (50%) of the total KYM Shares available under the Scheme;
- the number of KYM Shares allocated to any individual eligible director or eligible employee who either singly or collectively through his or her associates or persons connected with the eligible director or eligible employee (as defined in the Companies Act, 1965) holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, does not exceed ten percent (10%) of the total KYM Shares available under the Scheme; and

such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

ORDINARY RESOLUTION 8 PROPOSED GRANTING OF OPTIONS TO DATO' RAHADIAN MAHMUD BIN MOHAMMAD KHALIL

"THAT, subject to the passing of Ordinary Resolution 1 above, approval be and is hereby given to the Option Committee appointed by the Board of Directors of the Company to administer the Proposed ESOS of the Company, at any time, and from time to time, to offer and grant to Dato' Rahadian Mahmud bin Mohammad Khalil, being the Independent Non-Executive Director of the Company, options to subscribe for such number of new KYM Shares under the Proposed ESOS, and to allot and issue such number of new KYM Shares to him upon exercise of the options, subject always to:-

- the number of KYM Shares allocated, in aggregate to the Directors and senior management of the Company and/or its subsidiaries (other than a company which is dormant) does not exceed fifty percent (50%) of the total KYM Shares available under the Scheme;
- the number of KYM Shares allocated to any individual eligible director or eligible employee who either singly or collectively through his or her associates or persons connected with the eligible director or eligible employee (as defined in the Companies Act, 1965) holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, does not exceed ten percent (10%) of the total KYM Shares available under the Scheme; and

such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

ORDINARY RESOLUTION 9 PROPOSED GRANTING OF OPTIONS TO DATO' MOHD AZMI BIN OTHMAN

"THAT, subject to the passing of Ordinary Resolution 1 above, approval be and is hereby given to the Option Committee appointed by the Board of Directors of the Company to administer the Proposed ESOS of the Company, at any time, and from time to time, to offer and grant to Dato' Mohd Azmi bin Othman, being the Independent Non-Executive Director of the Company, options to subscribe for such number of new KYM Shares under the Proposed ESOS, and to allot and issue such number of new KYM Shares to him upon exercise of the options, subject always to:-

- the number of KYM Shares allocated, in aggregate to the Directors and senior management of the Company and/or its subsidiaries (other than a company which is dormant) does not exceed fifty percent (50%) of the total KYM Shares available under the Scheme;
- the number of KYM Shares allocated to any individual eligible director or eligible employee who either singly or collectively through his or her associates or persons connected with the eligible director or eligible employee (as defined in the Companies Act, 1965) holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, does not exceed ten percent (10%) of the total KYM Shares available under the Scheme; and

such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

ORDINARY RESOLUTION 10 PROPOSED GRANTING OF OPTIONS TO LIM KHENG ENG

"THAT, subject to the passing of Ordinary Resolution 1 above, approval be and is hereby given to the Option Committee appointed by the Board of Directors of the Company to administer the Proposed ESOS of the Company, at any time, and from time to time, to offer and grant to Lim Kheng Eng, being a person connected to Dato' Lim Kheng Yew, the Executive Director of the Company, (as defined under the relevant provisions of the Listing Requirements of Bursa Securities for the Main Market) options to subscribe for such number of new KYM Shares under the Proposed ESOS, and to allot and issue such number of new KYM Shares to him upon exercise of the options, subject always to:-

- the number of KYM Shares allocated, in aggregate to the Directors and senior management of the Company and/or its subsidiaries (other than a company which is dormant) does not exceed fifty percent (50%) of the total KYM Shares available under the Scheme;
- the number of KYM Shares allocated to any individual eligible director or eligible employee who either singly or collectively through his or her associates or persons connected with the eligible director or eligible employee (as defined in the Companies Act, 1965) holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, does not exceed ten percent (10%) of the total KYM Shares available under the Scheme; and

such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

ORDINARY RESOLUTION 11 PROPOSED GRANTING OF OPTIONS TO LIM KHENG KEAT

"THAT, subject to the passing of Ordinary Resolution 1 above, approval be and is hereby given to the Option Committee appointed by the Board of Directors of the Company to administer the Proposed ESOS of the Company, at any time, and from time to time, to offer and grant to Lim Kheng Keat, being a person connected to Dato' Lim Kheng Yew, the Executive Director of the Company, (as defined under the relevant provisions of the Listing Requirements of Bursa Securities for the Main Market) options to subscribe for such number of new KYM Shares under the Proposed ESOS, and to allot and issue such number of new KYM Shares to him upon exercise of the options, subject always to:-

- the number of KYM Shares allocated, in aggregate to the Directors and senior management of the Company and/or its subsidiaries (other than a company which is dormant) does not exceed fifty percent (50%) of the total KYM Shares available under the Scheme;
- the number of KYM Shares allocated to any individual eligible director or eligible employee who either singly or collectively through his or her associates or persons connected with the eligible director or eligible employee (as defined in the Companies Act, 1965) holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, does not exceed ten percent (10%) of the total KYM Shares available under the Scheme; and

such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

ORDINARY RESOLUTION 12 PROPOSED GRANTING OF OPTIONS TO LIM KHENG EE @ LIM KHENG YEE

"THAT, subject to the passing of Ordinary Resolution 1 above, approval be and is hereby given to the Option Committee appointed by the Board of Directors of the Company to administer the Proposed ESOS of the Company, at any time, and from time to time, to offer and grant to Lim Kheng Ee @ Lim Kheng Yee, being a person connected to Dato' Lim Kheng Yew, the Executive Director of the Company, (as defined under the relevant provisions of the Listing Requirements of Bursa Securities for the Main Market) options to subscribe for such number of new KYM Shares under the Proposed ESOS, and to allot and issue such number of new KYM Shares to him upon exercise of the options, subject always to:-

- the number of KYM Shares allocated, in aggregate to the Directors and senior management of the Company and/or its subsidiaries (other than a company which is dormant) does not exceed fifty percent (50%) of the total KYM Shares available under the Scheme;
- the number of KYM Shares allocated to any individual eligible director or eligible employee who either singly or collectively through his or her associates or persons connected with the eligible director or eligible employee (as defined in the Companies Act, 1965) holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, does not exceed ten percent (10%) of the total KYM Shares available under the Scheme; and

such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

BY ORDER OF THE BOARD

CHEE MIN ER (MAICSA 7016822)
Company Secretary

Kuala Lumpur
29 March 2010

Notes:

- A member entitled to attend and vote at the meeting is entitled to attend and vote in person or by proxy or by attorney or by duly authorised representative. A proxy or an attorney or a duly authorised representative need not be a member of the Company.
- The power of attorney or a certified copy thereof or the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. If the appointer is a corporation, it must be executed under its seal or in the manner authorised by its constitution.
- The instrument appointing a proxy together with the power of attorney (if any), under which it is signed or a duly certified copy thereof must be deposited at the Registered Office, No. 12, Lorong Medan Tuanku Satu 50300 Kuala Lumpur, Malaysia at least 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- If the Form of Proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit. Where a member appoints two or more proxies, he shall specify in the instrument appointing the proxies, the proportion of his shareholdings to be represented by each proxy.