



## **HELP INTERNATIONAL CORPORATION BERHAD**

(Company No. : 700568-H)  
(Incorporated in Malaysia under the Companies Act, 1965)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of HELP International Corporation Berhad (“**HIC**” or the “**Company**”) will be held at the Conference Hall, HELP University College, BZ-2, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur on Wednesday, 15 September 2010 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:-

#### **ORDINARY RESOLUTION 1**

**PROPOSED BONUS ISSUE OF 53,265,600 NEW ORDINARY SHARES OF RM0.50 EACH IN HIC (“BONUS SHARES”) ON THE BASIS OF THREE (3) BONUS SHARES FOR EVERY FIVE (5) EXISTING ORDINARY SHARES OF RM0.50 EACH AT PAR (“HIC SHARES” OR “SHARES”) HELD IN HIC (“PROPOSED BONUS ISSUE”)**

“**THAT**, contingent upon the passing of the Special Resolution 1 and Ordinary Resolution 2 below, as well as approvals of all relevant authorities or parties (if required) and the approval-in-principle of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for all new Shares to be issued hereunder, approval be and is hereby given to the Directors of the Company to capitalise up to the sum of RM26,632,800 from the Company’s capital reserve account and/or retained earnings account for such Bonus Shares to be issued and credited as fully paid-up to all shareholders of the Company whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board of Directors of the Company (“**Board**”), on the basis of three (3) Bonus Shares for every five (5) existing Shares held in the Company;

**AND THAT** any fractional entitlement that may arise under the Proposed Bonus Issue will be disregarded and shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and in the best interest of the Company;

**AND THAT** such Bonus Shares shall, upon allotment and issue, rank pari passu in all respects with the then existing Shares of the Company except that they would not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of Bonus Shares;

**AND FURTHER THAT** the Board be and is hereby authorised to do all such acts and things and enter into all such transactions, arrangements, agreements and/or documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed Bonus Issue with full power to assent to any condition, modification, variation and/or amendment as the Board may deem fit, necessary and/or expedient in the interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments.”

## **ORDINARY RESOLUTION 2**

### **PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF HIC FROM RM50,000,000 COMPRISING 100,000,000 SHARES TO RM250,000,000 COMPRISING 500,000,000 SHARES (“PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL”)**

“**THAT** contingent upon the passing of the Special Resolution 1 below, the authorised share capital of the Company be hereby increased from RM50,000,000 divided into 100,000,000 Shares of RM0.50 each to RM250,000,000 divided into 500,000,000 Shares of RM0.50 each by the creation of 400,000,000 new Shares of RM0.50 each and such new Shares when issued shall rank pari passu in all respects with the existing Shares of the Company;

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any condition, modification, variation and/or amendment as may be required by the relevant authorities and to do all such acts as they may consider necessary or expedient in the best interest of the Company to give effect to the Proposed Increase in Authorised Share Capital.”

## **SPECIAL RESOLUTION 1**

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF HIC (“PROPOSED AMENDMENTS”)**

“**THAT** the Memorandum and Articles of Association of the Company be amended as follows:-

- (i) By deleting the existing Clause 5 of the Memorandum of Association in its entirety and substituting with the following new Clause 5:-

#### **New Clause 5**

The authorised share capital of the Company is RM250,000,000 (Ringgit Malaysia: Two Hundred and Fifty Million only) divided into 500,000,000 ordinary shares of RM0.50 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

- (ii) By deleting the existing Article 3 of the Articles of Association in its entirety and substituting with the following new Article 3:-

#### **New Article 3**

The authorised share capital of the Company is RM250,000,000 (Ringgit Malaysia: Two Hundred and Fifty Million only) divided into 500,000,000 ordinary shares of RM0.50 each, as may be increased or modified from time to time in accordance with the Act and these Articles.

- (iii) By deleting the existing Article 160 of the Articles of Association in its entirety and substituting with the following new Article 160:-

#### **New Article 160**

- (1) Any dividend, interest or other money payable in cash in respect of a share may be paid by direct debit, bank transfer, cheque, dividend warrant or such other electronics transfer methods as may be introduced or required by the Exchange from time to time and in the case of a cheque or dividend warrant for such payment, to send:-

- (a) by post, by courier or by hand to the registered address of the person entitled as appearing in the Record of Depositors; or
  - (b) by post, by courier or by hand to the registered address of the person becoming entitled to the share by reason of the death, bankruptcy or mental disorder of the holder or by operation of law or if such address has not been supplied, to such address to which such cheque or warrant might have been posted if the death, bankruptcy, mental disorder or operation of law had not occurred; or
  - (c) by post, by courier or by hand to such address as the person entitled may direct in writing but the Company shall be entitled to send such cheque or dividend warrant to such other address or by such other means stated in Article 160 notwithstanding such direction.
- (2) Every cheque or warrant may be made payable:-
- (a) to the order of the person entitled; or
  - (b) to the order of the person entitled by reason of the death, bankruptcy or mental disorder of the holder or by operation of law; or
  - (c) to the order of such other person as the person entitled may in writing direct or direct to be sent to,

but nothing in Article 160(2) shall prevent such cheque or warrant from being made payable in such other manner as the Company would be entitled to in respect of such cheque or warrant including (without limitation), in the case of the death of the holder of the share in respect of which the dividend or other moneys to be paid by the cheque or warrant are payable making such cheque or warrant payable to the estate of such holder if the Company thinks appropriate. Such cheque or warrant shall be a good discharge to the Company. The Company shall not be responsible for any loss of any such cheque or warrant (whether in the post, while being delivered by courier or by hand, after delivery to the relevant address or person or otherwise).

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed Amendments with full powers to assent to any condition, modification, variation and/or amendment as may be required by the relevant authorities and to do all such acts as they may consider necessary or expedient in the best interest of the Company to give effect to the Proposed Amendments.”

By Order of the Board

**CHUA SIEW CHUAN (MAICSA 0777689)**  
**ELAINE WONG WEI SYN (MAICSA 7048544)**  
Company Secretaries

Kuala Lumpur  
24 August 2010

**Notes:-**

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 8 September 2010 (“**General Meeting Record of Depositors**”) shall be eligible to attend the Meeting.*
2. *A member shall be entitled to appoint at least one proxy to attend and vote at the same meeting. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.*
3. *A holder may not appoint more than two (2) proxies to attend the same meeting. Where the holder appoints two (2) proxies to attend and vote at the same meeting, such appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.*
4. *Where a member of the Company 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 shares of the company standing to the credit of the said securities account.*
5. *The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or if the member is a corporation, either under seal or under the hand of an officer or attorney duly authorised.*
6. *The instrument appointing a proxy or a power of attorney must be deposited at Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting.*