



**QL RESOURCES BERHAD**

(Company No. 428915-X)  
(Incorporated in Malaysia)

**Notice of Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the 13<sup>th</sup> Annual General Meeting has been scheduled on Tuesday, 24 August 2010 at 10.00 a.m. to be held at Topas Room, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan.

**AGENDA**

- |     |                                                                                                                                                                                          |              |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| (1) | To receive and adopt the Financial Statements for the financial year ended 31 March 2010 together with the Directors' and Auditors' Report thereon.                                      | Resolution 1 |
| (2) | To declare a final dividend of 7.5 sen per ordinary share of RM0.50 each single tier exempt dividend in respect of the financial year ended 31 March 2010.                               | Resolution 2 |
| (3) | To re-elect the following Directors who retire in accordance with Article No. 98 of the Company's Articles of Association:                                                               |              |
|     | Mr. Chia Seong Fatt                                                                                                                                                                      | Resolution 3 |
|     | Mr. Chia Song Kooi                                                                                                                                                                       | Resolution 4 |
|     | Mr. Teh Kim Teh                                                                                                                                                                          | Resolution 5 |
| (4) | To re-appoint YM Tengku Dato Zainal Rashid Bin Tengku Mahmood pursuant to Section 129(6) of the Companies Act, 1965 to hold office until the next annual general meeting of the Company. | Resolution 6 |
| (5) | To approve the Directors' fees for the financial year ended 31 March 2010.                                                                                                               | Resolution 7 |
| (6) | To re-appoint Messrs. KPMG as the auditors of the Company and to authorise the Directors to fix their remuneration.                                                                      | Resolution 8 |
| (7) | <b>Special business</b>                                                                                                                                                                  | Resolution 9 |

To consider and if thought fit, pass the following resolution as an ordinary resolution:

"That pursuant to Section 132D of the Companies Act, 1965, and subject to the approval of all relevant authorities being obtained, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued 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 next annual general meeting of the Company."

- (8) To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

### **Notice of Dividend Entitlement and Payment**

**NOTICE IS ALSO HEREBY GIVEN** that the final dividend, if approved, will be paid on 30 September 2010 to shareholders whose names appear in the Record of Depositors of the Company at the close of business on 8 September 2010.

A Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 8 September 2010 in respect of 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.

### **BY ORDER OF THE BOARD**

**Ng Geok Ping**  
MAICSA 7013090  
Company Secretary

**Shah Alam, Selangor Darul Ehsan**  
**30 July 2010**

#### **NOTES:-**

1. *A member of the Company entitled to attend and vote at the Meeting may appoint up to two proxies to attend and vote in his place. Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.*
2. *The instrument appointing a proxy must be deposited at the Registered Office of the Company at No. 16A, Jalan Astaka U8/83, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan, at least 48 hours before the appointed time of holding the Meeting.*
3. *In the case of a corporation, the instrument appointing a proxy or proxies must be under seal or under the hand of an officer or attorney duly authorised.*
4. *The details of the directors who are standing for re-election at the 13<sup>th</sup> Annual General Meeting are available on Pages 14 to 18 of the Annual Report.*
5. *Explanatory Statement on Special Business*

#### **Resolution 9**

*The ordinary resolution proposed is a renewal of the general authority for the Directors to issue shares pursuant to Section 132D of the Companies Act, 1965. If passed will empower the Directors from the date of the above Annual General Meeting until the next Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.*

*The Company has not issued any new shares under the general authority which was approved at the 12<sup>th</sup> Annual General Meeting held on 25 August 2009 and which will lapse at the conclusion of the 13<sup>th</sup> Annual General Meeting to be held on 24 August 2010.*

*The general authority to issue shares will allow the Company to take advantage of any strategic opportunities, including but not limited to, issuance of new shares for purpose of funding investment project(s), working capital and/or acquisitions which require new shares to be allotted and issued. This would avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares.*