

GOLSTA SYNERGY BERHAD (484964-H)

Notice of Eleventh Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of the Company will be held at 11, Jalan TTC 30, Taman Teknologi Cheng, 75260 Melaka on Monday, 28 June 2010 at 11.00 a.m. for the following purposes:-

A G E N D A

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2009 and the Reports of the Directors and the Auditors thereon. (Resolution 1)
2. (a) To re-appoint Puan Sri Datin Minuira Sabki who is retiring in accordance with Section 129(6) of the Companies Act, 1965. (Resolution 2)
- (b) To re-elect Mr. Soon Sze Hock who is retiring in accordance with Article 83 of the Company's Articles of Association. (Resolution 3)
- (c) To re-elect Mr. Ang Kwee Teng who is retiring in accordance with Article 83 of the Company's Articles of Association. (Resolution 4)
3. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorize the Directors to fix their remuneration. (Resolution 5)

Special Businesses :-

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:-

4. **Proposed Resolution pursuant to Section 132D of the Companies Act, 1965** (Resolution 6)

“THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed 10 per centum of the total issued share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue and FURTHER 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.”

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5. **Proposed Resolution pursuant to Section 132E of the Companies Act, 1965** (Resolution 7)

“THAT in accordance with Section 132E of the Companies Act, 1965, authority be and is hereby given to the Directors of the Company and each of its subsidiaries to enter into arrangements or transactions from time to time with the Company or its related corporations whereby such Directors or persons connected with such Directors may acquire from or dispose to the Company or its related corporations, products, services or any other non-cash assets of the Company or its related corporations provided that such acquisitions or disposals are in the normal course of business of both the Company and its related corporations and on normal commercial terms AND THAT for the avoidance of doubt, any such transactions entered into by the Company or its subsidiaries with the Directors or connected persons prior to the date of this Resolution be and are hereby approved and ratified.”

6. To transact any other ordinary business of which due notice shall have been given.

BY ORDER OF THE BOARD

YEO PENG SUEE (MIA 9964)
Company Secretary

Date: 3 June 2010
Melaka

NOTES :

1. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
2. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.*
3. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or signed by an officer or attorney so authorised.*
4. *This proxy form must be deposited at the registered office of the Company at 11, Jalan TTC 30, Taman Teknologi Cheng, 75260 Melaka not less than 48 hours before the time set for holding the meeting or any adjournment thereof.*

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Explanatory Notes on Special Businesses

1. **Proposed Resolution pursuant to Section 132D of the Companies Act, 1965**

The Ordinary Resolution proposed under Agenda 4, if duly passed, will empower the Directors to allot and issue shares not exceeding 10% of the total issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

2. **Proposed Resolution pursuant to Section 132E of the Companies Act, 1965**

The Ordinary Resolution proposed under Agenda 5, if duly passed, will authorise the Company and each of its subsidiaries to acquire from or dispose of to its Directors or connected persons, products, services or any other non-cash assets which may fall within the definition of "requisite value", provided that such acquisitions or disposals are on normal commercial terms. According to the Companies Act, 1965, a non-cash asset is considered to be of the "requisite value" if, at the time of the arrangement or transaction, its value is greater than RM250,000 or 10% of the Company's net assets, subject to a minimum of RM10,000.