

**SUPER ENTERPRISE HOLDINGS BERHAD**  
**(Company No: 240346-X)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Seventeenth Annual General Meeting of SUPER ENTERPRISE HOLDINGS BERHAD will be held at Banyan Room, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 29 September 2009 at 10.00 a.m. for the following purposes:-

**A G E N D A**

**As Ordinary Business**

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2009 together with the Reports of the Directors and Auditors thereon.

**Ordinary Resolution 1**

2. To declare a Final Dividend of 1 sen per share less 25% Income Tax for the financial year ended 31 March 2009.

**Ordinary Resolution 2**

3. To approve the payment of Directors' Fees for the financial year ended 31 March 2009.

**Ordinary Resolution 3**

4. To re-elect Mr Goh Juai Hian as Director of the Company who retires under Article 86.1 of the Articles of Association of the Company.

**Ordinary Resolution 4**

5. To re-elect Mr Goh Jooi Chong as Director of the Company who retires under Article 86.1 of the Articles of Association of the Company.

**Ordinary Resolution 5**

6. To consider and, if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:-

“That pursuant to Section 129(6) of the Companies Act, 1965, Datuk Haji Zubir bin Haji Ali be re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company.”

**Ordinary Resolution 6**

7. To re-appoint Messrs HALS & Associates as Auditors of the Company and to authorise the Directors to fix their remuneration.

**Ordinary Resolution 7**

## **As Special Business**

To consider and if thought fit, to pass the following Resolution:-

### **8. Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares**

“THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and they 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 (10%) of the Issued Share Capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issue.”

### **Ordinary Resolution 8**

## **NOTICE OF DIVIDEND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT**, subject to the approval of the shareholders at the Seventeenth Annual General Meeting, a Final Dividend of 1 sen per share less 25% Income Tax in respect of the financial year ended 31 March 2009 will be paid to the shareholders on 30 October 2009. The entitlement date for the said dividend shall be 16 October 2009.

A Depositor shall qualify for entitlement to the Dividend only in respect of :

- (a) Shares transferred to the Depositor's securities account before 4.00 p.m. on 16 October 2009 in respect of ordinary transfers;
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD  
LIEW IRENE (MAICSA 7022609)  
WONG LAI KUAN (MAICSA 7032123)  
Secretaries

Selangor Darul Ehsan

Date : 7 September 2009

## NOTES :

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. A member shall be entitled to appoint more than two (2) proxies and where a member appoints more than two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. 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 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 of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy or proxies and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Registered Office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

### **Explanatory Notes on Special Business**

#### **6. Ordinary Resolution 8 pursuant to Section 132D of the Companies Act, 1965.**

The Company had, during its Sixteenth Annual General Meeting ("AGM") held on 25 September 2008, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). The Company did not issue any shares pursuant to this mandate obtained.

This Ordinary Resolution 8 proposed under item 8 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The Ordinary Resolution 8, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the 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 AGM.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.