

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of SUPER ENTERPRISE HOLDINGS BERHAD will be held at Dillenia Room, Ground Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Monday, 26 September 2011 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 2011 together with the Reports of the Directors and Auditors thereon.
Ordinary Resolution 1
2. To declare a Final Dividend of 5 sen per share less 25% Income Tax for the financial year ended 31 March 2011.
Ordinary Resolution 2
3. To approve the increase of Directors' Fees to RM45,000 for the financial year ended 31 March 2011 and payment thereof.
Ordinary Resolution 3
4. To re-elect Mr Goh Joi Sang 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 Soh Chee Beng as Director of the Company who retires under Article 93 of the Articles of Association of the Company.
Ordinary Resolution 5
6. To consider and, if thought fit, 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 Crowe Horwath 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 Special and Ordinary Resolutions:-

8. Proposed Amendment to the Memorandum of Association of the Company

“That to enable the Company to buy back its own shares and to render the Memorandum of Association of the Company consistent with Section 67A of the Companies Act, 1965 (“the Act”) and any prevailing laws, rules, regulations, orders, guidelines or requirements of the relevant authorities (“Prevailing Law”), the Company’s Memorandum of Association be and is hereby amended by inserting a new Clause 3(54) which reads as follows:

3(54) To acquire the Company’s own shares and stocks in such manner and to such extent as may from time to time be prescribed and allowed by law and the applicable rules, regulations, orders, guidelines or requirements issued by any relevant authorities from time to time.”

Special Resolution 1

9. Proposed Amendments to the Articles of Association of the Company

“(i) That to enable the Company to buy back its own shares and to render the Articles of Association of the Company consistent with the Prevailing Law, the Company’s Articles of Association be and is hereby amended through the insertion of a new Article 13A immediately after Article 13 which reads as follows:

Purchase by Company of its own shares

13A Subject to the provisions of the Act and the rules, regulations, orders, guidelines or requirements issued by the Exchange and/or any other relevant authority from time to time, the Company may by ordinary resolution purchase shares in itself. Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Act and the guidelines or requirements issued by the Exchange and/or any other relevant authority from time to time.

(ii) That the existing Article 142 be amended by deleting the words “**(other than shares in the Company)**” after the words “be invested in such investments” and replaced with the words “**(including purchasing shares in the Company to the extent and in the manner allowed by the Act and Article 13A)**” to read as follows:

*142 The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments **(including purchasing shares in the Company to the extent and in the manner allowed by the Act and Article 13A)** as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.*

- (iii) That the existing Article 151 be also amended by inserting the sentence **“The Company may apply its share premium account to provide the consideration for the purchase of the Company’s own shares”** after the last sentence to read as follows:

*151 The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company’s reserve accounts or to the credit of the profit and loss account or otherwise available for distribution provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amount for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. A share premium account and a capital redemption reserve may, for the purposes of this Article, be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares. **The Company may apply its share premium account to provide the consideration for the purchase of the Company’s own shares.**”*

Special Resolution 2

10. Authority for the Company to Purchase its own Ordinary Shares (“Proposed Share Buy-Back”)

“That contingent upon the passing of Special Resolution Nos. 1 and 2 above, and subject to the Act, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the audited retained profits and/or share premium of the Company as at 31 March 2011 of RM4.21 million and RM nil respectively to purchase such amount of ordinary shares of RM1.00 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company;

That an amount not exceeding the Company’s share premium account and retained profits account be allocated by the Company for the Proposed Share Buy-Back;

That authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 67A of the Act) and/or to cancel the shares so purchased and

if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them;

That the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any);

And that the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authority.”

Ordinary Resolution 8

11. Renewal of authority under Section 132D of the Act for the Directors to issue shares

“That pursuant to Section 132D of the Act, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next AGM 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 9

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Nineteenth Annual General Meeting, a Final Dividend of 5 sen per share less 25% Income Tax in respect of the financial year ended 31 March 2011 will be paid to the shareholders on 28 October 2011. The entitlement date for the said dividend shall be 3 October 2011.

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 3 October 2011 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)
CHOONG LEE WAH (MAICSA 7019418)
Secretaries

Selangor Darul Ehsan

Date : 2 September 2011

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. **Special Resolution Nos. 1 and 2**
- Proposed Amendment to the Memorandum of Association of the Company
- Proposed Amendments to the Articles of Association of the Company

Special Resolution Nos. 1 and 2, if passed, are to empower the Directors to give effect to the amendments made to Section 67A of the Companies Act, 1965 ("the Act") to facilitate the proposed grant of authority to the Company to purchase its own ordinary shares.

7. **Ordinary Resolution 8 - Authority for the Company to Purchase its own Ordinary Shares**

Please refer to the Circular to Shareholders dated 2 September 2011 for further information on the Special Resolution Nos. 1 and 2 and Ordinary Resolution 8.

8. **Ordinary Resolution 9 pursuant to Section 132D of the Act**

The Company had, during its Eighteenth Annual General Meeting held on 28 September 2010, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Act. The Company did not issue any shares pursuant to this mandate obtained.

This Ordinary Resolution 9 proposed under item 11 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 9, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total ten percentum (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 would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.