



VITROX CORPORATION BERHAD

(Company No. 649966-K)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at the Auditorium of ViTrox Innovation Centre, 85A Lintang Bayan Lepas 11, Bayan Lepas Industrial Park, Phase IV, 11900 Bayan Lepas, Penang on Friday, 21 November 2008 at 10.00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION

PROPOSED PURCHASE BY THE COMPANY OF ITS OWN SHARES

“**THAT**, subject to the Companies Act, 1965 (“**the Act**”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Articles of Association, the Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the MESDAQ Market (“**MMLR**”) and any other relevant authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares of RM0.10 each (“**Shares**”) 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 of the Company may deem fit and expedient in the interest of the Company PROVIDED THAT:-

- (a) The aggregate number of Shares in the Company which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any point in time (“**Proposed Share Buy-Back**”) subject to a restriction that the issued and paid-up share capital of the Company does not fall below the prescribed minimum share capital provided under Rule 3.04 of the MMLR or such other amount as may be determined by Bursa Securities from time to time and compliance with the public shareholding spread requirements as stipulated in Rule 8.15 (1) of the MMLR;
- (b) The maximum funds to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the Company’s audited retained profits and share premium accounts at any point in time;
- (c) The authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-
 - (i) The conclusion of the next Annual General Meeting (“**AGM**”) at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (ii) The expiration of the period within which the next AGM after that date is required by law to be held; or

- (iii) Revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first; and

- (d) Upon completion of the purchase(s) of the Shares by the Company, the Directors of the Company be and are hereby authorised to retain the Shares so purchased as treasury shares for distribution as dividends to the shareholders of the Company and/or resale on Bursa Securities in accordance with the relevant rules of Bursa Securities, or to retain part of the Shares so purchased as treasury shares and cancel the remainder in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the MMLR and any other relevant authorities for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, and do all acts and things as may be required for or in connection with and to give effect to, and to implement the Proposed Share Buy-Back with full power to do all such acts as they may consider necessary or expedient so as to give full effect to the same with further power to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities.”

By Order of the Board

Khoo Lay Tatt (MAICSA 7029262)
How Wee Ling (MAICSA 7033850)
Secretaries

Penang

Date : 6 November 2008

Notes:

Proxy

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.

To be valid, the duly completed proxy form must be deposited at the registered office of the Company at 57-1, Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang not less than forty-eight (48) hours before the time for holding the meeting.

A member shall be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.

Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

If the appointor is a corporation, the proxy form must be executed under its Common Seal.