



REXIT BERHAD (668114-K)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting of the Company will be held at Greens I, Club House, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 30 October 2008 at 9.00 a.m. for the following purposes: -

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 30 June 2008 together with the Reports of the Directors and Auditors thereon. *Resolution 1*
- To re-elect the following Directors who shall retire in accordance with Article 94 of the Company's Articles of Association:-
 - Datuk Ng Kam Chiu *Resolution 2*
 - Mr. Si Tho Yoke Meng *Resolution 3*
- To re-elect Mr. Kuah Hun Liang who shall retire in accordance with Article 100 of the Company's Articles of Association. *Resolution 4*
- To approve the payment of Directors' fees for the financial year ended 30 June 2008. *Resolution 5*
- To appoint Auditors and to authorise the Directors to determine their remuneration. *Resolution 6*

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 (a copy of which is annexed and marked "Annexure A" as in the Annual Report 2008) has been received by the Company for the nomination of Messrs. Sekhar & Tan, who have given their consent to act, for appointment as Auditors and of the intention to propose the following ordinary resolution:

"That Messrs. Sekhar & Tan be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs. Peter I.M. Chieng & Co., and to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Directors."

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolutions, with or without modifications:-

- Ordinary Resolution**
Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965 *Resolution 7*

"THAT, subject to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to issue shares in the Company, from time to time and upon such terms and conditions and for such purposes the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate of number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up capital of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- Ordinary Resolution**
Proposed Authority For The Purchase By Rexit Of Its Own Shares *Resolution 8*

"THAT, subject to the Companies Act, 1965, the Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") for the MESDAQ Market and the approval of such relevant governmental and/or regulatory authorities where necessary, the Company be and is hereby authorised to purchase its own shares of RM0.10 each ("Shares") on the MESDAQ Market of Bursa Securities ("Proposed Share Buy-Back") at any time, upon such terms and conditions as the Directors shall in their discretion deem fit and expedient in the best interest of the Company provided that:

- the aggregate number of Shares which may be purchased pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up shares capital of the Company at the time of purchase; and
- the maximum funds to be allocated by the Company for the purchase of Shares shall not exceed the total retained profits of the Company based on the audited financial statements for the year ended 30 June 2008;

AND THAT, upon the purchase by the Company of its own Shares, the Board be and are hereby authorised to:-

- cancel all or part of the Shares so purchased; and/or
- retain all or part of the Shares so purchased as Treasury Shares; and/or
- distribute the Treasury Shares as share dividends to the Company's shareholders for the time being and/or resell the Treasury Shares on Bursa Securities.

AND THAT, such authority from shareholders of the Company will be effective immediately upon the expiration of three (3) years from the date of the Company's admission to the MESDAQ Market of Bursa Securities and will continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse unless by ordinary resolution passed at that meeting the authority is renewed either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first, but not so as to prejudice the completion of 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 any other relevant authority;

AND THAT, authority be and is hereby given to the Board to take all such steps as necessary, including the opening and maintaining of central depositories account(s) and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to and to implement the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time and to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

- Ordinary Resolution**
Proposed Renewal and Additional Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature *Resolution 9*

"THAT pursuant to Rule 10.09 of the Listing Requirements of Bursa Securities for the MESDAQ Market, the Company and/or its subsidiaries be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature ("Recurrent Related Party Transactions") as set out in Part B, Section 2.4 of the Circular to Shareholders dated 8 October 2008, from time to time provided that such transactions are necessary for the day-to-day operations and undertaken in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related party than those generally available to the public and not prejudicial to the minority shareholders of the Company AND THAT such approval, unless revoked or varied by the Company in general meeting, shall continue in force until:-

- the conclusion of the next AGM of the Company, at which time it will lapse unless the authority is renewed by a resolution passed at the general meeting;
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be hereby authorised to 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 this mandate."

- To transact any other business for which due notice shall have been given.

By Order of the Board

NG HENG HOOI (MAICSA 7048492)
LEONG POI SAN (MAICSA 7052268)
Company Secretaries

Petaling Jaya
Selangor Darul Ehsan

Dated: 8 October 2008

NOTES:-

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and if the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies to attend and vote at the same meeting, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy. 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.
- 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 its common seal, or the hand of its officer or duly authorised attorney.
- The instrument appointing a proxy 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 shall be deposited at the Registered Office of the Company at No. 42, Jalan BM 1/2, Taman Bukit Mayang Emas, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.

Explanatory Notes on Special Business:-

a) Authority to Issue Shares Pursuant to Section 132D of the Act

The Proposed Resolution 7, if passed, will give the Directors of the Company, from the date of the above AGM, authority to issue and allot shares from the unissued capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. The authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM of the Company.

b) Proposed Share Buy-Back

The Proposed Resolution 8, if passed, will empower the Directors of the Company to purchase the Shares up to ten percent (10%) of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the total retained earnings and share premium accounts of the Company. Further information on the Proposed Share Buy-Back is set out in Part A of the Circular to Shareholders dated 8 October 2008, which is dispatched together with the Company's Annual Report 2008.

c) Proposed Renewal and Additional Shareholders' Mandate for Recurrent Related Party Transactions

The Proposed Resolution 9, if passed, will allow the Company and/or its subsidiaries to enter into the Proposed Renewal and Additional Shareholders' Mandate for Recurrent Related Party Transactions pursuant to Rule 10.09 of the Listing Requirements of Bursa Securities for the MESDAQ Market. Further information of the Proposed Renewal and Additional Shareholders' Mandate for Recurrent Related Party Transactions is set out in Part B of the Circular to Shareholders dated 8 October 2008, which is dispatched together with the Company's Annual Report 2008.