

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirteenth ("13th") Annual General Meeting ("AGM") of ConnectCounty Holdings Berhad ("the Company") will be held at Function Room 1, Level 2, Hotel Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur, Wilayah Persekutuan on Thursday, 26 May 2016 at 10:00 a.m. for the following purposes:-

AGENDA

Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees amounting to RM96,000/- for the financial year ended 31 December 2015.
- To recommend the re-election of the following Directors who are retiring pursuant to Article 83 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
 - Mr. Ang Chuang Juay
 - Mr. Hong Cheong Liang
- To re-appoint Messrs. Moore Stephens Associates PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Board of Directors of the Company to determine their remuneration.

(Refer to Note 8)

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Special Business

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

5. Ordinary Resolution

- Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals from the relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors of the Company may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total issued share capital of the Company for the time being AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

Ordinary Resolution 5

AND THAT the Directors of the Company, whether solely or jointly, be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the ACE Market of Bursa Malaysia Securities Berhad AND be hereby authorised to do all such acts and things including executing all relevant documents as he/they may consider expedient or necessary to complete and give full effect to the abovesaid mandate."

6. SPECIAL RESOLUTION

- PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

"THAT the following proposed amendment to the Articles of Association of the Company be and is hereby approved and adopted:-

Special Resolution

Article No.	Existing Article	Proposed Article
138	The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting, such profit and loss accounts, balance sheets and reports as are referred to in the Section. <u>The interval between the close of a financial year of the Company and the issue of annual audited accounts, the directors' and auditors' report shall not exceed four (4) months. A copy of each such document in printed form or in CD-ROM form or in such other form of electronic media shall not less than twenty-one (21) days before the date of the meeting (or such shorter period as may be agreed in any year of the receipt of notice of the meeting pursuant to Article 141, be sent to every Member of, and to every holder of debentures of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange upon which the Company's shares may be listed, shall at the same time be likewise sent to the Exchange provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy, free of charge on application at the Company's Office. In the event that the annual report is sent in CD-ROM form or such other form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within fourteen (14) market days from the date of receipt of the Members' request.</u>	The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting, such profit and loss accounts, balance sheets and reports as are referred to in the Section. A copy of each such document in printed form or in electronic format , shall not less than twenty-one (21) days before the date of the meeting (or such shorter period as may be agreed in any year of the receipt of notice of the meeting pursuant to Article 141, be sent to every Member of, and to every holder of debentures of the Company under the provisions of the Act or of these Articles. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy, free of charge on application at the Company's Office. In the event that the annual report is sent in electronic format and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) market days from the date of receipt of the Members' request.

AND THAT the Directors and Secretaries of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendment to the Articles of Association of the Company."

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)

CHENG CHIA PING (MAICSA 1032514)

Company Secretaries

Kuala Lumpur

29 April 2016

Notes:

Information for Shareholders/Proxies

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 May 2016 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead (subject always to a maximum of two (2) proxies at each meeting). Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to record and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing as if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depository) 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.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omni-beneficial account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each securities account it holds.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is given, or similar certified copy of that power or authority, shall be deposited at the Company's Registered Office located at Level 7, Menara Miborium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than 48 hours before the time for holding the Meeting or any adjournment thereof.

Audited Financial Statements for the financial year ended 31 December 2015

- This agenda item is meant for discussion only, as the provision of Section 165(3) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Therefore, this agenda item is not put forward for voting.

Payment of Directors' Fees

9. The Proposed Directors' Fees for the financial year ended 31 December 2015 was RM96,000/- (RM16,000/33.3%). The Ordinary Resolution 1, if approved, will authorise the payment of Directors' Fees pursuant to Article 92(1) of the Articles of Association ("AA") of the Company.

Re-election of Directors

10. Article 83 of the AA of the Company states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election.

In determining the eligibility of the relevant Directors to stand for re-election at the forthcoming 13th AGM of the Company, the Nomination Committee ("NC") has carried out the following assessments:

- normal review of the performance of the Director, taking into account the results of the latest Board evaluations;
- attendance of Board meetings as well as Board Committee Meetings (where applicable);
- the level of contribution to the Board through his skills and experience;
- experience and strength in qualities;
- his level of independence (for Independent Non-Executive Director only); and
- ability to act in the best interest of the Company in decision-making.

In this regard, in accordance with 3.1 of the Malaysian Code on Corporate Governance 2012 ("MCCG 2012"), the Board has conducted a separate assessment on the independence of the Independent Non-Executive Directors. This evaluation criteria adopted, as well as the process of assessment by the Board have been duly elaborated in the Statement on Corporate Governance of the Annual Report 2015 of the Company.

The Board approved the NC's recommendations for re-election of Directors i.e. Mr. Ang Chuang Juay under Ordinary Resolution 2 and Mr. Hong Cheong Liang under Ordinary Resolution 3 pursuant to Article 83 of the AA of the Company, respectively. All the retiring Directors have consented to their re-election, and obtained from deliberation as well as decision on their own eligibility to stand for re-election on the relevant NC and Board meetings, where applicable.

Re-appointment of Auditors

11. The Audit Committee ("AC") has assessed the suitability and independence of the External Auditors and recommended the re-appointment of Messrs. Moore Stephens Associates PLT as External Auditors of the Company for the financial year ending 31 December 2016. The Board has in turn reviewed the recommendation of the AC and recommended the same to be tabled to the shareholders for approval at the forthcoming 13th AGM of the Company under Ordinary Resolution 4. The evaluation criteria adopted as well as the process of assessment by the AC and Board respectively, have been duly elaborated in the Statement on Corporate Governance of the Annual Report 2015 of the Company.

Explanatory Note to Special Business

12. Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution 5 proposed under agenda item 5 above is a renewal of the general mandate for issuance of new ordinary shares pursuant to Section 132D of the Companies Act, 1965, which was granted by the shareholders at the last Annual General Meeting. The Company had been granted a general mandate by its shareholders at the last Annual General Meeting of the Company held on 19 June 2015 to issue and allot shares, at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of shares issued does not exceed ten per centum (10%) of the issued share capital of the Company.

The proposed Ordinary Resolution 5, if passed, will give the Directors of the Company from the date of the above Meeting, the authority to issue and allot ordinary shares from the unissued share capital of the Company up to an amount not exceeding in total ten per centum (10%) of the total issued share capital of the Company for the time being for such purposes as the Directors of the Company consider would be in the best interest of the Company. There will be no adverse effect on the share price in such cases, as the new issuance would not be priced at a discount of more than ten per centum (10%) of the weighted average market price for the 30 market days before the pricing date. This authority will, unless revoked or varied at a general meeting, cease at the conclusion of the next Annual General Meeting of the Company.

The authority will provide the Directors certain flexibilities when the need arises to issue additional shares for any possible fund raising activities, including but not limited to funding future investment projects, working capital and for acquisitions and, in addition to enhancing efficiency in implementing the same, it will reduce the time and cost that would be involved in seeking shareholders' approval at a general meeting convened solely for such issuance of shares.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Twelfth Annual General Meeting held on 19 June 2015 and which will lapse at the conclusion of the 13th AGM.

13. Special Resolution - Proposed Amendment to the Articles of Association of the Company ("Proposed Amendment")

The proposed adoption of the Special Resolution is to streamline the AA of the Company with the recent amendments to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

Abstention from Voting

14. All the Directors who are shareholders of the Company and entitled to Directors' fees will abstain from voting on Ordinary Resolution 1 concerning Directors' fees at the 13th AGM.