



**SASBADI HOLDINGS BERHAD**  
(Company No.: 1022660-T)  
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of Sasbadi Holdings Berhad ("Sasbadi Holdings" or "Company") will be held at The Greens II Function Room, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 19 July 2016, at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

**ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF SASBADI HOLDINGS (EXCLUDING TREASURY SHARES, IF ANY) FOR THE ELIGIBLE EMPLOYEES AND EXECUTIVE DIRECTORS OF SASBADI HOLDINGS AND ITS SUBSIDIARIES ("PROPOSED ESOS")**

**"THAT**, subject to the approvals of all relevant regulatory authorities and/or parties (where required) being obtained, approval be and is hereby given to the Directors of the Company to:

- establish, implement and administer the Proposed ESOS, for the benefit of all eligible employees and Executive Directors of the Company and its subsidiaries (excluding subsidiaries which are dormant) ("Sasbadi Holdings Group") ("Eligible Persons"), in accordance with the provisions of the by-laws of the Proposed ESOS as set out in Appendix I of the Circular to Shareholders dated 28 June 2016 ("By-Laws") and to give effect to the Proposed ESOS with full power to consent to and to adopt such conditions, modifications, variations, and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities;
- allot and issue such number of new ordinary shares of Sasbadi Holdings ("Sasbadi Holdings Shares") from time to time as may be required pursuant to the exercise of the options under the Proposed ESOS ("Options") provided that the aggregate number of new Sasbadi Holdings Shares to be allotted and issued shall not at any point in time in aggregate exceed ten percent (10%) of the issued and paid-up share capital of the Company (excluding treasury shares, if any) and such new Sasbadi Holdings Shares shall, upon issuance and allotment rank *pari passu* in all respects with the then existing issued and paid-up shares of the Company, except that the new Sasbadi Holdings Shares so issued and allotted will not be entitled to any dividends, rights, allotments or other forms of distribution, for which the entitlement date is prior to the date of allotment of such new Sasbadi Holdings Shares;
- amend and/or modify all or any part of the Proposed ESOS from time to time as may be required/permitted by the authorities or deemed necessary by the Board of Directors ("Board") or any committee of the Proposed ESOS established or appointed by the Board provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to the modification and/or amendments and to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/or amendments;
- make such applications as may be necessary at the appropriate time or times to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new Sasbadi Holdings Shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the Options to be granted under the Proposed ESOS; and
- do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and undertakings and to make such rules or regulations or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws."

**ORDINARY RESOLUTION 2**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO LAW KING HUI**

**"THAT**, subject to the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given to the ESOS Committee appointed by the Board to administer the Proposed ESOS, at any time and from time to time, to offer and to grant to Law King Hui, the Group Managing Director of the Company, Options to subscribe for such number of new Sasbadi Holdings Shares under the Proposed ESOS PROVIDED THAT:

- not more than ten percent (10%) of the new Sasbadi Holdings Shares available under the Proposed ESOS shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any);
- not more than eighty percent (80%) of the Options available under the Proposed ESOS shall be allocated, in aggregate to him, other Executive Directors and senior management of Sasbadi Holdings Group; and
- he must not participate in the deliberation or discussion of his own allocation of ESOS Options to be issued to him under the Proposed ESOS;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT**, the authority be further given to the Company to allot and issue such number of new Sasbadi Holdings Shares pursuant to the Proposed ESOS to him from time to time pursuant to the exercise of such ESOS Options."

**ORDINARY RESOLUTION 3**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO LEE SWEE HANG**

**"THAT**, subject to the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given to the ESOS Committee appointed by the Board to administer the Proposed ESOS, at any time and from time to time, to offer and to grant to Lee Swee Hang, the Executive Director of the Company, Options to subscribe for such number of new Sasbadi Holdings Shares under the Proposed ESOS PROVIDED THAT:

- not more than ten percent (10%) of the new Sasbadi Holdings Shares available under the Proposed ESOS shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any);
- not more than eighty percent (80%) of the Options available under the Proposed ESOS shall be allocated, in aggregate to him, other Executive Directors and senior management of Sasbadi Holdings Group; and
- he must not participate in the deliberation or discussion of his own allocation of ESOS Options to be issued to him under the Proposed ESOS;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT**, the authority be further given to the Company to allot and issue such number of new Sasbadi Holdings Shares pursuant to the Proposed ESOS to him from time to time pursuant to the exercise of such ESOS Options."

**ORDINARY RESOLUTION 4**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO LAW YI CHIAN**

**"THAT**, subject to the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given to the ESOS Committee appointed by the Board to administer the Proposed ESOS, at any time and from time to time, to offer and to grant to Law Yi Chian, the Executive Director of the Company, Options to subscribe for such number of new Sasbadi Holdings Shares under the Proposed ESOS PROVIDED THAT:

- not more than ten percent (10%) of the new Sasbadi Holdings Shares available under the Proposed ESOS shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with her, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any);
- not more than eighty percent (80%) of the Options available under the Proposed ESOS shall be allocated, in aggregate to her, other Executive Directors and senior management of Sasbadi Holdings Group; and
- she must not participate in the deliberation or discussion of her own allocation of ESOS Options to be issued to her under the Proposed ESOS;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT**, the authority be further given to the Company to allot and issue such number of new Sasbadi Holdings Shares pursuant to the Proposed ESOS to him from time to time pursuant to the exercise of such ESOS Options."

**ORDINARY RESOLUTION 5**

**PROPOSED PURCHASE BY SASBADI HOLDINGS OF UP TO TEN PERCENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL AT ANY POINT IN TIME ("PROPOSED SHARE BUY-BACK")**

**"THAT**, subject to Section 67A of the Companies Act, 1965, provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities, the Directors of the Company be and are hereby authorised to exercise the power of the Company to purchase such amount of ordinary shares of RM0.25 each in the Company from time to time through Bursa Securities subject further to the following:

- the aggregate number of shares purchased does not exceed ten percent (10%) of the issued and paid-up share capital of the Company ("Purchased Shares") at any point in time;
- the maximum amount of funds to be allocated by the Company for the purposes of purchasing the Purchased Shares shall not exceed the aggregate amount of the retained earnings and share premium of the Company at the time of purchase;
- the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:
  - the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed, at which time the authority shall lapse unless it is renewed, either unconditionally or subject to conditions; or
  - the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting;whichever occurs first,
- upon completion of the purchase by the Company of the Purchased Shares, the Directors of the Company be and are hereby empowered to deal with Purchased Shares in the following manner:-
  - cancel the Purchased Shares;
  - retain the Purchased Shares as treasury shares;
  - retain part of the Purchased Shares as treasury shares and cancel the remainder;
  - distribute the treasury shares as share dividends to the shareholders;
  - resell the treasury shares on Bursa Securities; or
  - any combination of the above (i), (ii), (iii), (iv) and (v).

**AND THAT** the Directors of the Company be and are hereby authorised to take all such steps and to do all such acts and things as may be required (including executing all documents) to give full effect to the Proposed Share Buy Back with full power to assent to any conditions, variations, modifications, and/or amendments in any manner as may be required or permitted by any relevant authorities or as may be deemed necessary by the Board and in the best interests of the Company."

By Order of the Board  
**SASBADI HOLDINGS BERHAD**

**TAN FONG SHIAN (MAICSA 7023187)**  
**REBECCA LEONG SIEW KWAN (MAICSA 7045547)**  
Secretaries

Kuala Lumpur  
28 June 2016

**Notes:**

- A member may appoint up to two (2) proxies to attend and vote instead of him/her at the meeting. If the member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy. A proxy may not need to be a member of the Company and the provisions of Section 149(1) of the Companies Act, 1965 shall not apply to the Company.*
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint up to two (2) proxies 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 as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.*
- Only a depositor whose name appears in the Company's Record of Depositors as at 13 July 2016 shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and vote on his/her behalf.*
- 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 seal or under the hand of an officer or attorney duly authorised.*
- The original 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 Suite 11.1A, Level 11, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting.*
- The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorisation of all persons whose personal data you have disclosed and/or processed in connection with the foregoing.*