



SUCCESS TRANSFORMER CORPORATION BERHAD

(Company No. 636939-W)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Success Transformer Corporation Berhad ("**STC**" or "**Company**") will be held at Perdana Ballroom, Bukit Jalil Golf and Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Monday, 21 November 2016 at 4.00 p.m., or such time immediately after the conclusion or adjournment (as the case may be) of the Twelfth (12th) Annual General Meeting of the Company, which will be held at the same venue and on the same day at 2.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED DIVIDEND REINVESTMENT SCHEME THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDENDS IN NEW ORDINARY SHARES OF RM0.50 EACH IN THE COMPANY ("STC SHARE(S)**") ("**PROPOSED DRS**")**

"**THAT** subject to the approvals of the relevant regulatory authorities, if required for the Proposed DRS being obtained and to the extent permitted by law:

- (i) the Proposed DRS which shall upon such terms and conditions as the Directors of the Company, at their sole and absolute discretion, deem fit be and is hereby approved;
- (ii) the Directors of the Company be authorised:
 - (a) to establish and implement the Proposed DRS;
 - (b) to determine, at their sole and absolute discretion, whether the Proposed DRS will apply to any dividend declared (whether interim, final, special or any other cash dividend) and/or approved by the Company; and
 - (c) to do all such acts and enter into all such transactions, arrangements, deeds, undertakings and documents as may be necessary or expedient in order to give full effect to the Proposed DRS with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or agreed to by any relevant authorities (if any) or consequent upon the implementation of the said conditions, modifications, variations, and/or amendments, or by the Directors as they, in their absolute discretion, deem fit and in the best interest of the Company.

AND THAT no document pertaining to the Proposed DRS shall be issued or sent to Shareholders of the Company having addresses outside Malaysia in the Company's Record of Depositors or who have not provided an address in Malaysia at which such documents may be delivered to."

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF NEW STC SHARES IN RELATION TO THE PROPOSED DRS ("PROPOSED ISSUANCE OF NEW STC SHARES**")**

"**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of the relevant regulatory authorities, if required for the Proposed DRS being obtained and to the extent permitted by law, the Directors of the Company be authorised to allot and issue such number of new STC Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRS, from this Extraordinary General Meeting until the conclusion of the next Annual General Meeting.

AND THAT the new STC Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing STC Shares, save and except that the holders of new STC Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made, or paid, the entitlement date of which is prior to the date of allotment of the new STC Shares.

AND THAT the issue price of the new STC Shares will be fixed by the Directors of the Company on the price fixing date to be announced later, and shall be determined based on the five (5)-day volume weighted average market price ("**5-day VWAP**") of the STC Shares immediately preceding the price fixing date, with a discount of not more than ten percent (10%). The 5-day VWAP shall be adjusted ex-Dividends before applying the said discount in fixing the issue price. In any event, the issue price will not be lower than the par value of STC Shares of RM0.50 each.

AND THAT the Directors of the Company be authorised to do all such acts and enter into all such transactions, arrangements, deeds, undertakings and documents as may be necessary or expedient in order to give full effect to the Proposed Issuance of New STC Shares with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or agreed to by any relevant authorities (if any) or consequent upon the implementation of the said conditions, modifications, variations, and/or amendments, or by the Directors as they, in their absolute discretion, deem fit and in the best interest of the Company."

By order of the Board of
SUCCESS TRANSFORMER CORPORATION BERHAD

PANG KAH MAN (MIA 18831)
Company Secretary

Kuala Lumpur
4 November 2016

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 11 November 2016 shall be regarded as members and be entitled to attend, speak and vote at the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote on a poll in his stead. There shall be no restriction as to the qualification of the proxy and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. 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 ("**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.
4. To be valid, the proxy form duly completed must be deposited at the Registered Office of the Company at 3-2, 3rd Mile Square, No. 151 Jalan Kelang Lama, Batu 3½, 58100 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the meeting provided that in the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy, other than the particulars of the proxy have been duly completed by the member(s).
5. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are not complied with.
6. Where a 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.
7. If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.