



SYCAL VENTURES BERHAD

(Company No. 547651-U)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Sycal Ventures Berhad ("SVB" or the "Company") will be held at Hotel Pullman Kuala Lumpur Bangsar, Room II, 1st Floor, Jalan Pantai Baru, 58000 Kuala Lumpur on Thursday, 23 February 2017 at 9.30 a.m., for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF SVB INVOLVING THE CANCELLATION OF RM0.75 OF THE PAR VALUE OF EVERY EXISTING ORDINARY SHARE OF RM1.00 EACH IN SVB ("SVB SHARE(S)") PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("PROPOSED PAR VALUE REDUCTION")

- a) **"THAT**, subject to the passing of Special Resolution 2, the confirmation of the High Court of Malaya ("**High Court**") and the approvals from all relevant regulatory authorities and/or parties being obtained (where required), and pursuant to article 6 of the Company's Articles of Association (as amended pursuant to Special Resolution 2) and to section 64 of the Companies Act 1965, approval be and is given for the issued and paid-up share capital of the Company to be reduced from RM1.00 to RM0.25 by the cancellation of paid-up share capital of RM0.75 upon each ordinary share of nominal value RM1.00 each and reducing the paid-up share capital and nominal value to RM0.25 each ("**Proposed Par Value Reduction**");
- b) **THAT**, forthwith and contingent upon the reduction of capital referred to in Special Resolution 1(a), the credit arising from the Proposed Par Value Reduction referred to in Special Resolution 1(a) be applied in the following manner:
- an amount equivalent to the accumulated losses of the Company as of a date to be determined by the directors of the Company ("**Board**") in their sole discretion be set-off in full against an equal amount of such accumulated losses; and
 - the balance remaining from such credit after the set-off referred to in Special Resolution 1(b) (i) shall be credited to a capital reserve account and retained earnings of the Company.
- c) **AND THAT** the Directors of the Company be and is authorised to sign, execute and deliver on behalf of the Company all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Par Value Reduction, with full power and discretion to assent to or make any modifications, variations and/or amendment in any manner as may be imposed, required or permitted by any relevant regulatory authority and/or the High Court or deemed necessary by the Directors of the Company, and to take all steps and actions as it may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed Par Value Reduction."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF SVB TO FACILITATE THE PROPOSED PAR VALUE REDUCTION ("PROPOSED M&A AMENDMENT")

"THAT subject to the passing of Special Resolution 1 above, and all approvals being obtained from the relevant regulatory authorities, approval be and is given to the Company to amend the Memorandum and Articles of Association of the Company in the following manner:

Clause/ Article No.	Existing Provision	Proposed Amendment
6	The capital of the Company is RM500,000,000/- divided into 500,000,000 ordinary shares of RM1.00 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The capital of the Company is RM125,000,000/- divided into 500,000,000 ordinary shares of RM0.25 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT the Directors of the Company be and is authorised to do all things and acts as may be required and to sign and execute all documents for and on behalf of the Company as they may consider necessary or expedient to give effect to and implement the Proposed M&A Amendment with full power to assent to any condition, modification, variation as may be imposed or permitted by all relevant regulatory authorities and/or parties and with full power to make any amendment, variation or modification to the terms of the Proposed M&A Amendment as the Directors may in their discretion deem fit or expedient in the best interest of the Company."

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 96,074,868 NEW ORDINARY SHARES OF RM0.25 EACH IN SVB ("PLACEMENT SHARES") REPRESENTING UP TO 30% OF THE ISSUED AND PAID UP SHARE CAPITAL OF SVB AFTER THE PROPOSED PAR VALUE REDUCTION ("PROPOSED PRIVATE PLACEMENT")

"THAT, subject to the passing of Special Resolutions 1 and 2, and all approvals being obtained from the relevant authorities, approval be and is hereby given for the Company to increase the issued and paid-up share capital of the Company by way of private placement of up to 96,074,868 new SVB Shares to independent third party investor(s) to be identified at a later date, representing up to 30% of the issued and paid-up share capital of the Company ("**Placement Shares**") in one or several tranches, to such persons and at such terms as the Board may deem fit.

THAT the Placement Shares shall be issued at an issue price to be determined later, after taking into consideration the prevailing market conditions and the five (5)-day volume weighted average market price ("**VWAMP**") of SVB Shares, immediately preceding the price-fixing date. The discount for the issue price of the Placement Shares, if any, shall not be more than 10% of the five (5)-day VWAMP of SVB Shares immediately preceding the price-fixing date and such issue price shall not be lower than the new par value of SVB Shares of RM0.25 each upon the completion of the Proposed Par Value Reduction.

THAT such Placement Shares shall, upon allotment and issue, rank *pari passu* in all respects with the then existing SVB Shares, save and except that the holders of the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, the entitlement date (namely the date as at the close of business on which the shareholders must be registered in order to be entitled to any dividend, right, allotment and other distributions) of which precedes the date of allotment of the Placement Shares.

AND THAT the Directors of the Company be and are authorised to do all such acts and things that are necessary to give full effect to the Proposed Private Placement with full powers to assent to any conditions, modifications, variations and/or amendment deemed necessary or expedient in the interest of the Company and/or as may be required by the relevant authorities and to take all steps and actions they consider necessary or as may be required to give full effect to and complete the Proposed Private Placement."

BY ORDER OF THE BOARD

Koh Kim Koon (MIA 7790)

Company Secretary

Kuala Lumpur
25 January 2017

NOTES:

- Only depositors whose names appear on the Record of Depositor as at 16 February 2017 shall be entitled to attend, speak and vote at the meeting.
- A member 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.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the securities account.
- Where a member of the Company is an exempt authorized nominee 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 authorized nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney of the corporation duly authorized.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at Lot 4.03A, 4th Floor, Plaza Prima, 4½ Miles, Jalan Kelang Lama, 58200 Kuala Lumpur not less than 48 hours before the time for holding the meeting of any adjournment thereof.