



ASDION BERHAD

(Company No. 590812-D)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Asdion Berhad ("**Asdion**" or "**the Company**") will be held at Kenanga Room, Sri Damansara Club, Lot 23304, Persiaran Perdana, Bandar Sri Damansara, 52200 Kuala Lumpur, Wilayah Persekutuan on Tuesday, 7 March 2017 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution with or without any modification:-

ORDINARY RESOLUTION

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT**") OF A REVENUE AND/OR TRADING NATURE ("**RRPT**") ("**PROPOSED SHAREHOLDERS' MANDATE**")**

THAT subject to the Companies Act, 2016 ("**the Act**"), the Memorandum and Articles of Association of the Company and Bursa Malaysia Securities Berhad ACE Market Listing Requirements, approval be and is hereby given to the Company to enter into any category of RRPTs as stated in Section 2.3 of the Circular to Shareholders dated 17 February 2017, which are necessary for the Company's day-to-day operations subject further to the following:-

- (a) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those available to the public and on terms not to the detriment of the minority shareholders; and
- (b) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year based on the following information:
 - (i) the types of recurrent related party transactions made; and
 - (ii) the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution until:-

- (i) the conclusion of the next annual general meeting ("**AGM**") of the Company following the general meeting at which the Proposed Shareholders' Mandate was passed, at which time the shareholders' mandate will lapse, unless by a resolution passed at a general meeting, the authority is renewed; or
 - (ii) the expiration of the period within which the next AGM is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (iii) it is revoked or varied by resolution passed by the shareholders of the Company in a general meeting,
- whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Shareholders' Mandate in the best interest of the Company."

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

MAK CHOOI PENG (MAICSA 7017931)

Company Secretaries

Kuala Lumpur

Dated: 17 February 2017

Notes:

- (i) In respect of deposited securities, only members whose names appear in the Record of Depositors on 28 February 2017 ("**General Meeting Record of Depositors**") shall be eligible to attend the Meeting.
- (ii) A member entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend and vote instead of him. Where a member appoints two (2) proxies, the appointments shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- (iii) A proxy need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- (iv) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (v) 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
- (vi) 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 at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, which the person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.