



PRICEWORTH INTERNATIONAL BERHAD

(Company No. 399292-V)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Priceworth International Berhad ("PWI" or "**Company**") will be held at Ming Garden Hotel & Residence, Lorong Ming Garden, Jalan Coastal, Kota Kinabalu, Sabah on Friday, 26 May 2017 at 2.00 p.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications:-

ORDINARY RESOLUTION

PROPOSED SPECIAL ISSUE OF UP TO 215,639,880 NEW PWI SHARES ("SPECIAL ISSUE SHARES") TO TAN SRI ABDUL RASHID HUSSAIN, PUAN SRI EMILAHANI YANG BINTI MOHD YATIM AND MAHA GAYABINA SDN BHD ("SUBSCRIBERS") IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SUBSCRIPTION AGREEMENT DATED 7 MARCH 2017 ("SUBSCRIPTION AGREEMENT") ("PROPOSED SPECIAL ISSUE")

THAT, subject to the approval of all relevant authorities, approval be and is hereby given to the Company to issue and allot up to 215,639,880 new ordinary shares in PWI ("**Special Issue Shares**"), representing approximately 30% of its enlarged issued and paid-up capital to the Subscribers at an issue price of RM0.10 per Special Issue Share.

THAT the Special Issue Shares shall, upon allotment and issue, rank pari passu in all respects with the existing PWI Shares, except that the Special Issue Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the date of allotment of the Special Issue Shares.

AND THAT the Board of Directors of the Company be and is hereby authorised with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to enter into all such agreements, arrangements, undertakings, indemnities, transfers, assignments, and guarantees with any party or parties and to take steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Special Issue.

By Order of the Board

Tan Tong Lang (MAICSA 7045482)
Thien Lee Mee (LS0009760)

Company Secretaries

Sandakan
11 May 2017

Notes:-

1. A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint proxy/proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company.
2. A member shall not be entitled to appoint not more than two (2) proxies to attend the same meeting and such appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy
3. In the case of corporate member, the instrument appointing a proxy shall either under its Common Seal or under the hand of an officer or attorney duly authorised.
4. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) 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.
5. Where a member of the Company is an exempt authorised 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 authorised nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or 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.
7. To be valid, this form duly completed must be deposited at the Company's Registered Office at 1st Floor, Lot 5, Block No.4, Bandar Indah, Mile 4, Jalan Utara, P.O. Box 2848, 90732, Sandakan, Sabah, Malaysia, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
8. Only a depositor whose name appears on the Record of Depositors as at 19 May 2017 shall be regarded as member of the Company entitled to attend, speak and vote at the Extraordinary General Meeting or appoint proxy/proxies to attend and vote on his/her behalf.

Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.