



## SALCON BERHAD

(Company No.: 593796-T)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of Salcon Berhad ("Salcon" or the "Company") will be held at Classics Ballroom, Level 3, Holiday Villa Hotel & Conference Centre Subang, 9 Jalan SS12/1, 47500 Subang Jaya, Selangor Darul Ehsan on Tuesday, 29 August 2017 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution, with or without any modifications:

#### ORDINARY RESOLUTION

**PROPOSED DISPOSAL BY SALCON DEVELOPMENT SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF SALCON, OF 80% EQUITY INTEREST IN ECO WORLD-SALCON Y1 PTY LTD (FORMERLY KNOWN AS SALCON DEVELOPMENT (AUSTRALIA) PTY LTD) TO FORTUNE QUEST GROUP LTD, A WHOLLY-OWNED SUBSIDIARY OF ECO WORLD INTERNATIONAL BERHAD FOR A DISPOSAL CONSIDERATION OF AUD120,000**

"**THAT**, subject to the approvals being obtained from the relevant authorities, approval be and is hereby given to Salcon Development Sdn Bhd ("**SDSB**"), a wholly-owned subsidiary of Salcon to dispose its 80% equity interest in Eco World-Salcon Y1 Pty Ltd (formerly known as Salcon Development (Australia) Pty Ltd) ("**EW-Salcon Australia**") to Fortune Quest Group Ltd ("**Fortune Quest**"), a wholly-owned subsidiary of Eco World International Berhad, for a disposal consideration of AUD120,000 in accordance with the terms and conditions of the conditional sale and purchase agreement dated 10 April 2017 ("**SPA**") entered into between SDSB and Fortune Quest ("**Proposed Disposal**").

**THAT**, approval be and is hereby given for the following agreements to be entered into upon completion of the Proposed Disposal:

- (i) shareholders' agreement to be entered between SDSB, Fortune Quest and EW-Salcon Australia, which sets out, among others, the obligations of SDSB and Fortune Quest as shareholders of EW-Salcon Australia, the business for the development, sale and/or lease of the Subject Property as mentioned in Section 2.3, Part A of the Company's circular to shareholders dated 14 August 2017 ("**Circular**") and their shareholdings in EW-Salcon Australia; and
- (ii) development management agreement to be entered between EW-Salcon Australia and Eco World Sydney Development Pty Ltd ("**EW Sydney**"), whereby EW-Salcon Australia will appoint EW Sydney as the development manager for the initial planning, development, coordination and marketing of the Yarra One Project as elaborated in Section 2.1, Part A of the Circular.

**THAT**, the entry into the SPA be and is hereby ratified;

**AND THAT** the Directors of the Company and/or Directors of SDSB be and are hereby authorised to do all such acts, deeds and things as they may consider necessary or expedient to give full effect to the aforesaid Proposed Disposal with full power to assent to any conditions, modifications, variations and/or amendments to the terms of the aforesaid Proposed Disposal as may be required and/or as they may deem fit or expedient in the best interests of the Company and/or SDSB and to execute, deliver and/or cause to be delivered such documents and agreements in connection therewith."

#### BY ORDER OF THE BOARD

**Wong Wai Foong (MAICSA 7001358)**

**Joanne Toh Joo Ann (LS 0008574)**

Company Secretaries

Kuala Lumpur

14 August 2017

#### Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote at the meeting except where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, in which event it may appoint not more than two (2) proxies in respect of each Securities Account it holds in ordinary shares of the Company standing to the credit of the said Securities Account.
2. For 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.
3. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy or proxies.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the proxy is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy must be deposited at the Registered Office at 15th Floor, Menara Summit, Persiaran Kewajipan, USJ 1, 47600 UEP Subang Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.
6. Only members whose names appear in the Record of Depositors as at 22 August 2017 will be entitled to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on their behalf.