

**NOTICE OF EXTRAORDINARY  
GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Premier Nalfin Berhad ("**Premier Nalfin**" or the "**Company**") will be held at Auditorium Tan Sri K R Soma, Wisma Tun Sambanthan, No. 2, Jalan Sultan Sulaiman, 50000 Kuala Lumpur on Tuesday, 9 January 2018 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

**SPECIAL RESOLUTION**

**PROPOSED CAPITAL REDUCTION AND REPAYMENT OF APPROXIMATELY RM115,894,301 ON THE BASIS OF RM0.3439 FOR EACH ORDINARY SHARE HELD IN PREMIER NALFIN ("SHARE"), VIA A REDUCTION OF THE SHARE CAPITAL OF PREMIER NALFIN PURSUANT TO SECTION 116 OF THE COMPANIES ACT, 2016 ("PROPOSED CAPITAL REDUCTION AND REPAYMENT")**

**"THAT** subject to the approvals of all other relevant authorities/parties (if any) being obtained including the confirmation by the High Court of Malaya ("**High Court**") pursuant to Section 116 of the Companies Act 2016 ("**Act**") being granted, approval be and is hereby given to the Company to implement the Proposed Capital Reduction and Repayment via a reduction of the share capital of Premier Nalfin by approximately RM115,894,301 whereby the Company's share capital shall reduce from RM168,500,002 to approximately RM52,605,701, and the credit arising therefrom will be distributed to the shareholders of the Company in accordance with the details set out in Section 2 of the Circular to shareholders dated 18 December 2017 ("**Circular**") ("**Share Capital Reduction**");

**AND THAT** following the Share Capital Reduction, approval be and is hereby given to the Company to make a cash distribution on the basis of RM0.3439 for each Share to all entitled shareholders of the Company, whose names appear in the Record of Depositors of Premier Nalfin as at the close of business on an entitlement date to be determined and announced at a later date ("**Entitlement Date**");

**AND THAT** all monies held in trust by the custodian in the Custodian Account to be fully released to the Company and to be utilised in the manner set out in Section 2.1 of the Circular;

**AND THAT** the Board of Directors of the Company ("**Board**") be and is authorised with full powers to take all such steps as it may deem necessary to:

- (i) determine the Entitlement Date;
- (ii) assent to any terms, conditions, stipulations, modifications, variations and/or amendments imposed by the relevant authorities (if any) and/or by the High Court;
- (iii) lodge the sealed copy of the order of the High Court confirming the Proposed Capital Reduction and Repayment with the Registrar of Companies on such date as the Board may determine; and
- (iv) do all acts, deeds and to execute, sign, deliver or cause to be delivered, for and on behalf of the Company, all such documents (including, without limitation, the affixing of the Company's Common Seal in accordance with the Constitution of the Company, where necessary) as it may consider necessary, expedient and/or appropriate, in the best interest of the Company in order to implement, finalise and give full effect to and complete the Proposed Capital Reduction and Repayment with full powers to assent to any condition, variation, modification and/or amendment thereto in any manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company or as may be required or imposed by any relevant authority."

By Order of the Board

**PREMIER NALFIN BERHAD**

**Mr. Jeya Kumar Jegathison (MIA No. 24861)**

**Ms. Shikha Dutt (MAICSA No. 7008241)**

Company Secretaries

Kuala Lumpur

18 December 2017

**Notes:**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his place. A proxy may, but need not be a member of the Company.
2. 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 appointer is a corporation either under the corporation's seal or under the hand of the officer or attorney duly authorised.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, he may appoint not more than two proxies in respect of each Securities Account he holds with ordinary shares of the Company standing to the credit of the said Securities Account. 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 he holds. Where an authorised nominee appoints two proxies, or where an exempt authorised nominee appoints two or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
4. An authorised nominee or an exempt authorised nominee with more than one Securities Account must submit a separate instrument of proxy for each securities account.
5. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notariably certified copy of such power or authority shall be deposited at the Share Registrar of the Company at Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. The Share Registrar will also provide a box for drop-in of proxy forms at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1 A/46, 47301 Petaling Jaya.
6. In respect of deposited securities, only members whose names appear in the Record of Depositors on 2 January 2018 shall be entitled to attend, speak and vote at the extraordinary general meeting.