



DENKO INDUSTRIAL CORPORATION BERHAD

(Company No.: 190155-M)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Denko Industrial Corporation Berhad (“Denko” or the “Company”) will be held at Meeting Room 2, Level 2, Renaissance Johor Bahru Hotel, No. 2 Jalan Permas 11, Bandar Baru Permas Jaya, Johor Bahru, 81750 Malaysia on Monday, 29 January 2018 at 11.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY DENKO INDUSTRIAL CORPORATION BERHAD (“DENKO”) OF THE ENTIRE EQUITY INTEREST IN INTEGRATED MANUFACTURING SOLUTIONS SDN BHD (“IMS”) FOR A PURCHASE CONSIDERATION OF APPROXIMATELY RM1.19 BILLION VIA THE ISSUANCE OF 1,032,104,348 NEW DENKO SHARES (WHICH INCLUDES THE GRANTING OF 925,104,348 RIGHTS OF ALLOTMENT OF THE NEW DENKO SHARES) AT AN ISSUE PRICE OF RM1.15 EACH (“PROPOSED ACQUISITION”)

“THAT, subject to and conditional upon the approvals of all relevant authorities in respect of the listing of and quotation for 1,032,104,348 new ordinary shares in Denko (“Denko Shares”) on the Main Market of Bursa Malaysia Securities Berhad, the Board of Directors of Denko (“Board”) be and is hereby authorised to acquire 6,200,000 ordinary shares in IMS, representing the entire equity interest in IMS from Dato’ Sri Foo Chee Juan and Dato’ Fong Chiu Wan (collectively referred to as the “Vendors”) for a purchase consideration of RM1,186,920,000 to be satisfied via the allotment and issuance of 107,000,000 new Denko Shares and 925,104,348 Rights of Allotment of new Denko Shares (“Rights of Allotment”) at the issue price of RM1.15 each, in accordance with the terms and conditions of the conditional Share Sale Agreement dated 21 November 2017 entered into between Denko and the Vendors (“SSA”).

THAT approval be and is hereby given to the Company to allot and issue/ grant the new Denko Shares and the Rights of Allotment pursuant to the Proposed Acquisition to the Vendors and/ or their designee(s), in accordance with the terms and conditions of the SSA.

THAT such new Denko Shares to be issued pursuant to the Proposed Acquisition shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Denko Shares, save and except that they shall not be entitled to any dividends, voting rights, allotments and/ or any other distributions which may be declared, made or paid, in respect of which the entitlement date precedes the date of allotment and issuance of the aforementioned new Denko Shares.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Acquisition with full power to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition.”

By Order of the Board

YONG MAY LI (f) (LS 0000295)

WONG CHEE YIN (f) (MAICSA 7023530)

SANTHI A/P SAMINATHAN (f) (MIA 37094)

Company Secretaries

Johor Bahru

12 January 2018

Notes:-

1. For the purpose of determining members’ eligibility to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 67(2) of the Company’s Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositor as at 22 January 2018. Only members whose name appear therein shall be entitled to attend the EGM or appoint proxy(ies) to attend and vote on his/ her behalf.
2. A member entitled to attend and vote at the EGM may appoint a proxy to vote in his stead. A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
3. In the case of a corporation, this proxy should be executed under its Common Seal or under the hand of officer or attorney of the corporation duly authorised in writing on its behalf.
4. Where a member is an authorised nominee as defined under 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 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 proxy form and the Power of Attorney or other authority (if any) under which it is signed or notarially certified copy thereof must be lodged at the Registered Office, Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor not less than 48 hours before the time appointed for the EGM.