



SUCCESS TRANSFORMER CORPORATION BERHAD
(Company No. 636939-W) (Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Success Transformer Corporation Berhad ("**STC**" or "**Company**") will be held at Perdana Ballroom, Bukit Jalil Golf and Country Resort, Jalan Jalil Perkasia 3, Bukit Jalil, 57000 Kuala Lumpur on Monday, 2 July 2018 at 9.00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF STC (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME DURING THE DURATION OF THE ESOS FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF STC AND ITS SUBSIDIARY COMPANIES ("GROUP") (EXCLUDING DORMANT SUBSIDIARY COMPANIES) ("PROPOSED ESOS")

"**THAT**, subject to the approvals of all relevant regulatory authorities and/or parties (where required) being obtained and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the Directors of the Company to establish and implement the Proposed ESOS for the eligible employees and executive Directors of the Group who fulfil the criteria for eligibility for participation in the ESOS ("**Eligible Person(s)**"), and the Board of Directors of the Company ("**Board**") be and is hereby authorised to:

- establish, implement and administer the Proposed ESOS which involves the granting of option(s) to subscribe for new ordinary shares in STC ("**STC Share(s)**") ("**ESOS Option(s)**") to the Eligible Persons, in accordance with the draft by-laws which is set out in Appendix I of the Circular to the shareholders of the Company dated 13 June 2018 ("**By-Laws**");
- allot and issue such number of new STC Shares from time to time as may be required pursuant to the exercise of the ESOS Options under the Proposed ESOS, provided always that the aggregate number of new STC Shares to be allotted and issued shall not in aggregate exceed 15% of the total number of issued STC Shares of the Company (excluding treasury shares) at any point in time during the duration of the ESOS, and that such new STC Shares shall, upon allotment and issuance, rank equally in all respects with the then existing STC Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions, where the entitlement date precedes the date of allotment of the new STC Shares;
- amend and/or modify all or part of the provisions of the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board or any committee of the Proposed ESOS established or appointed by the Board ("**ESOS Committee**"), provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to do all such acts, deeds and things as may be deemed fit, necessary, expedient and/or appropriate and to enter into all such transactions, arrangements and agreements as may be necessary, expedient and/or appropriate in order to give full effect to such modifications and/or amendments;
- make the necessary applications and do all things necessary at the appropriate time or times to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the new STC Shares which may from time to time be allotted and issued pursuant to the exercise of the ESOS Options granted under the Proposed ESOS;
- do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and undertakings and to make such rules or regulations or impose such terms and conditions or delegate part of its power as may be deemed necessary, expedient and/or appropriate in order to give full effect to the Proposed ESOS and terms of the By-Laws; and
- extend the Proposed ESOS for a further period of up to five years or such longer duration as may from time to time be permitted by the relevant authorities without having to obtain further approvals of the shareholders of the Company in a general meeting (unless otherwise required by law or the relevant authorities) or the relevant regulatory authorities and to consent to and to adopt, if the Board so deems fit and expedient, such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in respect of the Proposed ESOS;

AND THAT the Board be and is hereby authorised and empowered to give effect to the Proposed ESOS with full power to negotiate, approve, agree and/or assent to any conditions, modifications, variations and/or amendments in any manner as may be required, at their discretion and/or imposed or required by the relevant regulatory authorities;

AND FURTHER THAT, the proposed By-Laws of the ESOS, as set out in Appendix I of the Circular to the shareholders of the Company dated 13 June 2018, be and is hereby approved and adopted;"

ORDINARY RESOLUTION 2

PROPOSED GRANT OF ESOS OPTIONS TO TAN AH BAH @ TAN AH PING

"**THAT**, subject to the passing of Ordinary Resolution 1 as above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Tan Ah Bah @ Tan Ah Ping, the Managing Director of the Company, ESOS Options to subscribe for such number of new STC Shares and if such options are accepted and exercised, to allot and issue such number of new STC Shares as may be required to be issued under the provisions of the By-Laws of the Proposed ESOS provided that the allocation does not exceed 10% of the new STC Shares available under the Proposed ESOS at any point in time when an offer is made, if he either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 3

PROPOSED GRANT OF ESOS OPTIONS TO TAN CHUNG LING

"**THAT**, subject to the passing of Ordinary Resolution 1 as above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Tan Chung Ling, the Deputy Managing Director of the Company, ESOS Options to subscribe for such number of new STC Shares and if such options are accepted and exercised, to allot and issue such number of new STC Shares as may be required to be issued under the provisions of the By-Laws of the Proposed ESOS provided that the allocation does not

exceed 10% of the new STC Shares available under the Proposed ESOS at any point in time when an offer is made, if she either singly or collectively through persons connected with her, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 4

PROPOSED GRANT OF ESOS OPTIONS TO PAN KIM FOON

"**THAT**, subject to the passing of Ordinary Resolution 1 as above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Pan Kim Foon, the Executive Director of the Company, ESOS Options to subscribe for such number of new STC Shares and if such options are accepted and exercised, to allot and issue such number of new STC Shares as may be required to be issued under the provisions of the By-Laws of the Proposed ESOS provided that the allocation does not exceed 10% of the new STC Shares available under the Proposed ESOS at any point in time when an offer is made, if she either singly or collectively through persons connected with her, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 5

PROPOSED GRANT OF ESOS OPTIONS TO TAN WEI NENG

"**THAT**, subject to the passing of Ordinary Resolution 1 as above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Tan Wei Neng, the Executive Director of the Company, ESOS Options to subscribe for such number of new STC Shares and if such options are accepted and exercised, to allot and issue such number of new STC Shares as may be required to be issued under the provisions of the By-Laws of the Proposed ESOS provided that the allocation does not exceed 10% of the new STC Shares available under the Proposed ESOS at any point in time when an offer is made, if he either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 6

PROPOSED GRANT OF ESOS OPTIONS TO TAN CHUNG CHAY

"**THAT**, subject to the passing of Ordinary Resolution 1 as above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Tan Chung Chay, the Executive Director of the Company, ESOS Options to subscribe for such number of new STC Shares and if such options are accepted and exercised, to allot and issue such number of new STC Shares as may be required to be issued under the provisions of the By-Laws of the Proposed ESOS provided that the allocation does not exceed 10% of the new STC Shares available under the Proposed ESOS at any point in time when an offer is made, if she either singly or collectively through persons connected with her, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 7

PROPOSED GRANT OF ESOS OPTIONS TO TAN CHUNG CHIAH

"**THAT**, subject to the passing of Ordinary Resolution 1 as above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Tan Chung Chiah, the Alternate Director to Pan Kim Foon, ESOS Options to subscribe for such number of new STC Shares and if such options are accepted and exercised, to allot and issue such number of new STC Shares as may be required to be issued under the provisions of the By-Laws of the Proposed ESOS provided that the allocation does not exceed 10% of the new STC Shares available under the Proposed ESOS at any point in time when an offer is made, if she either singly or collectively through persons connected with her, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

By order of the Board of

SUCCESS TRANSFORMER CORPORATION BERHAD

PANG KAH MAN (MIA 18831)

Company Secretary
Kuala Lumpur
13 June 2018

Notes:

- Only depositors whose names appear in the Record of Depositors as at 22 June 2018 shall be regarded as members and be entitled to attend, speak and vote at this meeting.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting on a poll in his/her stead provided that the provisions of Section 334 of the Companies Act 2016 are complied with. There shall be no restriction as to the qualification of the proxy.
- 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.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing. If the appointor is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- 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 of attorney, must be deposited at the Registered Office of the Company at 3-2, 3rd Mile Square, No. 151 Jalan Kelang Lama, Batu 3½, 58100 Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding this meeting or any adjournment thereof.