



CONNECTCOUNTRY HOLDINGS BERHAD (618933-D)  
2<sup>nd</sup> Floor, Wisma Ho Wah Genting, No. 35, Jalan  
Maharajalela, 50150 Kuala Lumpur, Malaysia.  
Tel : 603-2143 9099 Fax : 603-2145 8699

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of **CONNECTCOUNTRY HOLDINGS BERHAD (Co. No. 618933-D)** will be held at Bunga Raya Hall (Level 7), Mandarin Court Hotel Kuala Lumpur, No. 55 Jalan Maharajalela, 50150 Kuala Lumpur, on Thursday, 29 May 2014 at 9.00 a.m. for the following purposes: -

### AGENDA

#### **ORDINARY BUSINESS**

- 1) To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013 together with the reports of the Directors and Auditors thereon.

**RESOLUTION 1**

- 2) To approve the payment of Directors' fees for the financial year ended 31 December 2013.

**RESOLUTION 2**

- 3) To re-elect the following Director who retires by rotation in accordance with Article 83 of the Company's Articles of Association and being eligible offer himself for re-election:-

i) Lim Wee Kiat

**RESOLUTION 3**

- 4) To re-elect the following Directors who retire in accordance with Article 90 of the Company's Articles of Association and being eligible offer themselves for re-election:-

i) Megat D. Shahrman Bin Dato' Zaharudin

**RESOLUTION 4**

ii) Ong Kooi Tatt

**RESOLUTION 5**

iii) Datuk Norazman Bin Haji Hamidun

**RESOLUTION 6**

Lai Soon Yip who retires in accordance with Article 90 of the Company's Articles of Association, has expressed his intention not to seek re-election. Hence, he will retain office until the close of the Eleventh Annual General Meeting.

- 5) To re-appoint Messrs Moore Stephens Associates & Co. as auditors of the Company and to authorise the Directors to fix their remuneration.

**RESOLUTION 7**



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## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

### *SPECIAL BUSINESS*

To consider and if thought fit, to pass the following resolution: -

6) **Ordinary Resolution – Authority pursuant to Section 132D of the Companies Act, 1965 for the Directors to issue shares**

“That pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue new shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being, subject always to the approval of all the relevant authorities being obtained for such allotment and issue.”

### **RESOLUTION 8**

7) To transact any other business for which due notice shall be given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By order of the Board

**OW PEE JUAN**

(MAICSA 7013304)  
Company Secretary

MELAKA

Date: 7 May 2014

Notes:-

1. A member entitled to attend and vote at the general meeting is entitled to appoint a proxy/proxies who may but need not be a member of the Company to vote in his/her stead.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depository) 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.
4. Where a member 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the registered office of the Company at 48 Jalan Kota Laksamana 2/15, Taman Kota Laksamana, Seksyen 2, 75200 Melaka, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. Depositors who appear in the Record of Depositors as at 23 May 2014 shall be regarded as Member of the Company entitled to attend the Eleventh Annual General Meeting or appoint a proxy/proxies to attend, speak and vote on his/her behalf.



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## **NOTICE OF ANNUAL GENERAL MEETING (CONT'D)**

### ***EXPLANATION NOTE***

#### ***Resolution 8***

The proposed Resolution 8, if passed, will empower the Directors of the Company from the date of above Annual General Meeting, authority to allot and issue shares in the Company up to an aggregate amount of not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company and also to empower Directors to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for additional shares issued. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The general mandate sought to grant authority to Directors to allot and issue of shares is a renewal of the mandate that was approved by the shareholders at the Tenth Annual General Meeting held on 21 June 2013. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

As at the date of notice, 15,617,500 new ordinary shares of RM0.10 each ("Placement Shares") at an issue price of RM0.12 each in the Company were issued pursuant to the mandate granted to Directors at the last Annual General Meeting held on 21 June 2013 and which will lapse at the conclusion of the Eleventh Annual General Meeting of the Company. The RM1,874,100 proceeds raised from the private placement of the Placement Shares are utilised for working capital and expenses incurred in relation to the private placement. As at the date of notice, the entire proceeds have been fully utilised.