

## CONNECTCOUNTY HOLDINGS BERHAD (618933-D)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of ConnectCounty Holdings Berhad ("CONNECT" or "Company") will be held at Mandarin B (Level 6), Mandarin Court Hotel Kuala Lumpur, No. 55 Jalan Maharajalela, 50150 Kuala Lumpur on Wednesday, 11 June 2014 at 11:00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit to pass the following resolutions, with or without any amendments:

#### ORDINARY RESOLUTION 1

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL FROM RM25,000,000 COMPRISING 250,000,000 ORDINARY SHARES OF RM0.10 EACH ("CONNECT SHARES") TO RM50,000,000 COMPRISING 500,000,000 ORDINARY SHARES OF RM0.10 EACH ("PROPOSED IASC")**

"**THAT**, subject to the passing of Ordinary Resolution 2 and Special Resolution 1, the authorised share capital of the Company will be increased from RM25,000,000 comprising 250,000,000 CONNECT Shares to RM50,000,000 comprising 500,000,000 CONNECT shares, by the creation of an additional 250,000,000 new CONNECT Shares;

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company's common seal, where necessary) as the Directors may consider necessary, expedient or relevant to give effect to and complete the Proposed IASC with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed IASC."

#### ORDINARY RESOLUTION 2

**PROPOSED PRIVATE PLACEMENT OF UP TO 34,358,500 NEW ORDINARY SHARES OF RM0.10 EACH IN CONNECT REPRESENTING 20% OF THE ISSUED AND PAID-UP CAPITAL OF CONNECT ("PROPOSED PRIVATE PLACEMENT")**

"**THAT**, subject to the passing of Ordinary Resolution 1 and Special Resolution 1, approval be and is hereby given for the Company to increase the issued and paid-up ordinary share capital of the Company by way of private placement of up to 34,358,500 new CONNECT Shares to independent third party investor(s) to be identified at a later date, representing 20% of the issued and paid-up ordinary share capital of the Company ("Placement Shares") in one or several tranches, at an issue price(s) to be determined and fixed by the Board at future date(s), which shall be determined later after all the relevant approvals have been obtained. In any event, the issue price(s) shall not be at a discount of more than ten percent (10%) from the five (5)-day weighted average share price of CONNECT Shares immediately preceding the price-fixing date and shall not be lower than the par value of CONNECT Shares of RM0.10 each;

**THAT**, such Placement Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing CONNECT Shares, except that the Placement Shares shall not be entitled to any dividend, right, allotment and other distributions, the entitlement date (namely the date as at the close of business on which the shareholders must be registered in order to be entitled to any dividend, right, allotment and other distributions) of which is prior to the date of allotment and issuance of the Placement Shares;

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements (including, without limitation, the affixing of the Company's common seal, where necessary) as the Directors may consider necessary, expedient or relevant to give effect to and complete the Proposed Private Placement with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Private Placement"

#### SPECIAL RESOLUTION 1

**PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY FOR THE PROPOSED IASC ("PROPOSED AMENDMENT")**

"**THAT**, subject to the passing of Ordinary Resolution 1 and 2, approval be and is hereby given to the Company to amend the Memorandum of Association of the Company, in the manner as set out below:-

##### Existing

##### Clause 6

The capital of the Company is RM25,000,000.00 Malaysian Currency divided into 250,000,000 shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively a preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise

##### Proposed

##### Clause 6

The *authorised* capital of the Company is *RM50,000,000.00 (Ringgit Malaysia Fifty Million only)* divided into *500,000,000* shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company's common seal, where necessary) as the Directors may consider necessary, expedient or relevant to give effect to and complete the Proposed Amendment with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Amendment"

By Order of the Board

OW PEE JUAN (MAICSA 7013304)  
Company Secretary

Melaka

19 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 4 June 2014 shall be regarded as Member of the Company entitled to attend the Extraordinary General Meeting or appoint a proxy/proxies to attend, speak and vote on his/her behalf.