



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Eighteenth Annual General Meeting** ("18th AGM") of Kumpulan Powernet Berhad will be held at the Auditorium, Level 4, The Podium, Wisma Synergy, No. 72, Pesiaran Jubli Perak, Seksyen 22, 40000 Shah Alam, Selangor Darul Ehsan on Tuesday, 23 June 2015 at 9.30 a.m. for the following businesses:

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| 1. To receive the audited financial statements for the financial year ended 31 December 2014 together with the Reports of the Directors' and Auditors' thereon. | Please refer to Explanatory Note |
| 2. To approve the payment of Directors' fees of RM51,200 in respect of the financial year ended 31 December 2014. | Resolution 1 |
| 3. To re-elect the following Directors: | |
| 3.1 Dato' Ahmad Sebi Bakar | Resolution 2 |
| 3.2 Lim Hong Liang | Resolution 3 |
| 4. To re-appoint Messrs Baker Tilly Monteiro Heng as auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 4 |
| 5. As Special Business | |

To consider and, if thought fit, pass with or without modifications, the following resolution:

Ordinary Resolution – Authority to allot and issue shares

Resolution 5

"THAT subject always to the Companies Act, 1965 ("the Act"), Articles of Association of the Company and/or approvals of the relevant authorities, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Act to allot and issue new shares in the Company, from time to time and 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 issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being AND THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

6. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

HO TSAE FENG

Secretary

Selangor Darul Ehsan
28 May 2015

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 16 June 2015 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this meeting.
- A member of the Company entitled to attend and vote at the general meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. There shall be no restriction as to the qualification of the proxy. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/her attorney duly authorised in writing and in the case of a corporation, the instrument appointing a proxy must be under its common seal or under the hand of an officer or attorney duly 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 such power or authority) shall be deposited at the Registered Office of the Company at Level 3, East Wing, Wisma Synergy, No. 72, Pesiaran Jubli Perak, Seksyen 22, 40000 Shah Alam, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or any other adjournment thereof.

EXPLANATORY NOTES ON ORDINARY BUSINESS

Agenda 1 – Audited Financial Statements for financial year ended 31 December 2014

The audited financial statements for the financial year ended 31 December 2014 are for discussion only under Agenda 1, as it does not require shareholders' approval under the provisions of Section 169(1) and (3) of the Act. Hence, it will not be put for voting.

Resolutions 2 and 3 – Re-election of Directors

Details of the Directors standing for re-election under proposed Resolution 2 and Resolution 3 are stated in the Directors' profile on pages 10 and 11 of the Annual Report. Their shareholdings in the Company are stated on page 102 of the Annual Report.

In line with Recommendation 3.1 of the Malaysian Code on Corporate Governance 2012, the Board had conducted an assessment of independence of the Independent Non-Executive Directors including the Independent Non-Executive Director who is due for re-election, based on the independence criteria applied by the Company and are satisfied that the independent directors continue to provide independent and objective judgement to the Board deliberations.

EXPLANATORY NOTE ON SPECIAL BUSINESS

Resolution 5 – Authority to allot and issue shares

The Company had, at the Seventeenth Annual General Meeting held on 30 June 2014, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Act. The Company did not issue any new shares pursuant to this mandate obtained as at the date of this notice. The Ordinary Resolution pursuant to Section 132D of the Act is a renewal of the general mandate for issuance of shares by the Company. This resolution, if passed, will empower the Directors, from the date of the 18th AGM until the next Annual General Meeting ("AGM") to allot and issue new shares of the Company up to an amount not exceeding in total 10% of the issued and paid-up share capital of the Company for the time being and for such purposes as the Directors consider would be in the best interests of the Company. This would avoid any delay and cost involved in convening a general meeting to specifically approve the aforesaid. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.