



**APFT BERHAD**

(Company No.: 886873-T)

(Incorporated in Malaysia under the Companies Act, 1965)

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## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

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**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of APFT Berhad (“APFT” or “Company”) will be held at Kuala Lumpur Golf & Country Club Function Room 2 & 3, 1st Floor, 10, Jalan 1/70D, Bukit Kiara, 60000 Kuala Lumpur on Monday, 21 September 2015 at 10.00 a.m. or immediately following the conclusion or adjournment of the fifth annual general meeting of APFT scheduled to be held at the same venue and on the same date at 9.30 a.m., whichever shall be later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

### **ORDINARY RESOLUTION**

**PROPOSED SETTLEMENT OF DEBT OWING TO DATO’ FARUK BIN OTHMAN VIA THE ISSUANCE OF 24,570,024 NEW ORDINARY SHARES OF RM0.20 EACH IN APFT (“APFT SHARES”) (“SETTLEMENT SHARES”) AT AN ISSUE PRICE OF RM0.2035 PER SETTLEMENT SHARE (“PROPOSED CAPITALISATION”)**

“THAT approval be and is hereby given to the Board of Directors of the Company (“Board”) for the following:

- (i) issue and allot 24,570,024 Settlement Shares to Dato’ Faruk Bin Othman at an issue price of RM0.2035 per Settlement Share, being the settlement owing by APFT and its subsidiaries to Dato’ Faruk Bin Othman amounting to RM5.0 million;
- (ii) such Settlement Shares shall, upon issuance and allotment, rank pari passu in all respects with the then existing APFT Shares, save and except that the Settlement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of issuance and allotment of such Settlement Shares;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed Capitalisation with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit and/or as may be imposed or permitted by any other relevant authorities in connection with the Proposed Capitalisation.”

### **BY ORDER OF THE BOARD**

**TAN KOK AUN (MACS 01564)**

**WONG WAI YIN (MAICSA 7003000)**

Company Secretaries

Kuala Lumpur

25 August 2015

#### *Notes:*

- (1) *For the purpose of determining a member who shall be entitled to attend this EGM, only members whose names appear in the Record of Depositors as at 11 September 2015 will be entitled to attend, speak and vote at the EGM.*
- (2) *A member of the Company entitled to be present and to vote at the EGM is entitled to appoint a proxy or proxies to attend and vote instead of him/her. A proxy may but need not be a Member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
- (3) *Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.*
- (4) *Where a member appoints more than one (1) proxy to attend and vote at the EGM, the appointment shall be invalid unless he/she specifies the proportion of his holdings to be represented by each proxy.*
- (5) *If the appointer is a corporation, the Form of Proxy must be executed under its common seal or under the hand of its officer or attorney.*
- (6) *The instrument appointing a proxy must be deposited at the registered office of the Company at No. 1 & 1A, 2nd Floor (Room 2), Jalan Ipoh Kecil, 50350 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof.*