



(Company Registration No. 550098-A)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of AWC Berhad ("AWC" or the "Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 1 October 2015 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF 750,000 ORDINARY SHARES OF RM1.00 EACH IN QUDOTECH SDN BHD ("QUDOTECH") ("QUDOTECH SHARE(S)") AND 500,000 ORDINARY SHARES OF RM1.00 EACH IN DD TECHNICHE SDN BHD ("DDT") ("DDT SHARE(S)"), REPRESENTING THE ENTIRE EQUITY INTEREST OF BOTH QUDOTECH AND DDT RESPECTIVELY, FOR A TOTAL CONSIDERATION OF RM26.50 MILLION TO BE SATISFIED BY A COMBINATION OF CASH AMOUNTING TO RM14.85 MILLION AND ISSUANCE AND ALLOTMENT OF 30,657,895 NEW ORDINARY SHARES OF PAR VALUE RM0.30 EACH IN AWC ("AWC SHARE(S)") AT AN ISSUE PRICE OF RM0.38 PER AWC SHARE ("AWC SHARES") ("PROPOSED ACQUISITION")

"THAT, subject to all approvals being obtained from the relevant regulatory authorities, approval be and is hereby given for the Company to acquire 750,000 Qudotech Shares and 500,000 DDT Shares, representing the entire equity interest of both Qudotech and DDT, respectively, for a total consideration of RM26.50 million to be satisfied by the issuance and allotment of 30,657,895 new AWC Shares ("Consideration Shares") at an issue price of RM0.38 per AWC Share to Tan Siew Kheng or such other vendor(s), namely Chee Kar Ming, Tan Lay Kuen and/or Soo Chow Mei, to be nominated by Tan Siew Kheng and the remaining RM14.85 million to be satisfied in cash, subject to and upon such terms and conditions as set out in the conditional share sale agreement dated 29 July 2015 entered into between the Company and the vendors, namely Tan Siew Kheng, Chee Kar Ming, Tan Lay Kuen and Soo Chow Mei for the Proposed Acquisition.

THAT, such Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing AWC Shares, except that the Consideration Shares shall not be entitled to any dividends, rights, allotment and/or any other forms of distribution that may be declared, made or paid for which the entitlement date is prior to the date of the allotment and issuance of the Consideration Shares.

AND THAT, the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Acquisition with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME ("PROPOSED ESOS")

"THAT, subject to and conditional upon the approvals of all relevant authorities, the Directors of the Company be and is hereby authorised to establish, implement and administer the Proposed ESOS for the benefit of eligible employees/officers, executive Directors and non-executive Directors of AWC and its subsidiaries (excluding dormant subsidiaries), who meet the criteria of eligibility for participation in the Proposed ESOS ("Eligible Employee(s)") under which options will be granted to the Eligible Employees to subscribe for new ordinary shares of RM0.30 each in AWC (or such other par value as determined from time to time) ("AWC Share(s)") in accordance with the bylaws of the Proposed ESOS ("Bylaws"), a draft of which is set out in Appendix IV of the Circular to Shareholders of the Company dated 8 September 2015;

THAT, the Directors be and are hereby authorised to allot and issue from time to time such number of new AWC Shares as may be required to be issued pursuant to the exercise of the options under the Proposed ESOS provided that the aggregate number of new AWC Shares to be allotted and issued shall not exceed fifteen percent (15%) of the total issued and paid-up share capital of AWC (excluding treasury shares) at any point in time throughout the duration of the Proposed ESOS and that such new AWC Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued and paid-up AWC Shares, except that the new AWC Shares will not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid to shareholders, for which the entitlement date is prior to the date of allotment and issuance of such new AWC Shares;

THAT, the Directors be and are hereby authorised to do all such acts, execute, sign and deliver on behalf of the Company, all such agreements, arrangements, undertakings, instruments or other documents as may be necessary with full powers to assent to any arrangement, condition, modification, variation and/or amendment thereto as the Directors may deem fit and/or as may be imposed by any relevant regulatory authorities in connection with the Proposed ESOS;

THAT, the Directors be and are hereby authorised to amend and/or modify the Proposed ESOS from time to time as may be required/permitted by the relevant regulatory authorities or deemed to be necessary by the Directors provided that such amendments and/or modifications are effected in accordance with the provisions in the Bylaws relating to amendments and/or modifications and to take all such acts and steps and to enter into such transactions, agreements, arrangements, undertakings, indemnities, transfers, assignments, deeds and/or guarantees with any party or parties, to deliver and/or cause to be delivered all such documents and to make such rules or regulations, or impose such terms and conditions or delegate part of its powers as may be necessary or expedient to implement, finalise and to give full effect to the Proposed ESOS;

AND THAT, the Bylaws which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and is hereby approved."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' NIK MOD AMIN BIN NIK ABD MAJID

"THAT, contingent upon the passing of Ordinary Resolution 2 and the approvals of all relevant authorities, the Directors of the Company be and are hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and allocate to Dato' Nik Mod Amin Bin Nik Abd Majid, being the Independent Non-Executive Chairman of the Company, options to subscribe for new AWC Shares under the Proposed ESOS and if such options are accepted and exercised, to allot and issue such number of AWC Shares as may be required to be issued to him under the Proposed ESOS in accordance with the provisions of the Bylaws provided always that not more than ten percent (10%) of the shares available under the Proposed ESOS shall be allocated to Dato' Nik Mod Amin Bin Nik Abd Majid, if he, at any point in time, either singly or collectively through persons connected with him holds twenty percent (20%) or more of the issued and paid-up share capital (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 Bylaws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' AHMAD KABEER BIN MOHAMED NAGOOR

"THAT, contingent upon the passing of Ordinary Resolution 2 and the approvals of all relevant authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and allocate to Dato' Ahmad Kabeer Bin Mohamed Nagoor, being the Managing Director/Group Chief Executive Officer of the Company, options to subscribe for new AWC Shares under the Proposed ESOS and if such options are accepted and exercised, to allot and issue such number of AWC Shares as may

be required to be issued to him under the Proposed ESOS in accordance with the provisions of the Bylaws provided always that not more than ten percent (10%) of the shares available under the Proposed ESOS shall be allocated to Dato' Ahmad Kabeer Bin Mohamed Nagoor, if he, at any point in time, either singly or collectively through persons connected with him holds twenty percent (20%) or more of the issued and paid-up share capital (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 Bylaws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATUK SYED HUSSIAN BIN SYED JUNID

"THAT, contingent upon the passing of Ordinary Resolution 2 and the approvals of all relevant authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and allocate to Datuk Syed Hussian Bin Syed Junid, being the Independent Non-Executive Director of the Company, options to subscribe for new AWC Shares under the Proposed ESOS and if such options are accepted and exercised, to allot and issue such number of AWC Shares as may be required to be issued to him under the Proposed ESOS in accordance with the provisions of the Bylaws provided always that not more than ten percent (10%) of the shares available under the Proposed ESOS shall be allocated to Datuk Syed Hussian Bin Syed Junid, if he, at any point in time, either singly or collectively through persons connected with him holds twenty percent (20%) or more of the issued and paid-up share capital (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 Bylaws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' SULAIMAN BIN MOHD YUSOF

"THAT, contingent upon the passing of Ordinary Resolution 2 and the approvals of all relevant authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and allocate to Dato' Sulaiman Bin Mohd Yusof, being the Independent Non-Executive Director of the Company, options to subscribe for new AWC Shares under the Proposed ESOS and if such options are accepted and exercised, to allot and issue such number of AWC Shares as may be required to be issued to him under the Proposed ESOS in accordance with the provisions of the Bylaws provided always that not more than ten percent (10%) of the shares available under the Proposed ESOS shall be allocated to Dato' Sulaiman Bin Mohd Yusof, if he, at any point in time, either singly or collectively through persons connected with him holds twenty percent (20%) or more of the issued and paid-up share capital (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 Bylaws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF ESOS OPTIONS TO MR. N CHANTHIRAN A/L NAGAPPAN

"THAT, contingent upon the passing of Ordinary Resolution 2 and the approvals of all relevant authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and allocate to Mr. N Chanthiran A/L Nagappan, being the Independent Non-Executive Director of the Company, options to subscribe for new AWC Shares under the Proposed ESOS and if such options are accepted and exercised, to allot and issue such number of AWC Shares as may be required to be issued to him under the Proposed ESOS in accordance with the provisions of the Bylaws provided always that not more than ten percent (10%) of the shares available under the Proposed ESOS shall be allocated to Mr. N Chanthiran A/L Nagappan, if he, at any point in time, either singly or collectively through persons connected with him holds twenty percent (20%) or more of the issued and paid-up share capital (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 Bylaws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF ESOS OPTIONS TO ENCIK ROSLAN BIN MOHD LATIF

"THAT, contingent upon the passing of Ordinary Resolution 2 and the approvals of all relevant authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and allocate to Encik Roslan Bin Mohd Latif, being the Independent Non-Executive Director of the Company, options to subscribe for new AWC Shares under the Proposed ESOS and if such options are accepted and exercised, to allot and issue such number of AWC Shares as may be required to be issued to him under the Proposed ESOS in accordance with the provisions of the Bylaws provided always that not more than ten percent (10%) of the shares available under the Proposed ESOS shall be allocated to Encik Roslan Bin Mohd Latif, if he, at any point in time, either singly or collectively through persons connected with him holds twenty percent (20%) or more of the issued and paid-up share capital (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 Bylaws governing and constituting the Proposed ESOS."

By Order of the Board

TEA SOR HUA (MACS 01324)
YONG YEN LING (MAICS 7044771)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
8 September 2015

Notes:-

- A member of the Company who is entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company and the provisions of Sections 149(1) (a) and (b) of the Companies Act, 1965 shall not apply to the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) 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.
- 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.
- To be valid, the instrument appointing a proxy must be deposited at the registered office of the Company at Third Floor, No.79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend the meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 66(c) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 23 September 2015. Only members whose name appears in the Record of Depositors as at 23 September 2015 shall be entitled to attend the meeting and to speak and vote thereat.