



**CONNECT COUNTY**  
Holdings Berhad

**CONNECTCOUNTY HOLDINGS BERHAD**

(Company No.: 618933-D)

(Incorporated in Malaysia)

**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 Function Room 2, Level 2, Hotel Sri Petaling, No. 30, Jalan Radin Anum, Bandar Baru Sri Petaling, Kuala Lumpur, Wilayah Persekutuan on Friday, 8 April 2016, 10.00 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 RENOUNCEABLE RIGHTS ISSUE OF UP TO 800,994,000 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES ("ICPS") AT AN ISSUE PRICE OF RM0.025 PER ICPS ON THE BASIS OF 3 ICPS FOR EVERY 1 EXISTING ORDINARY SHARES OF RM0.10 EACH ("CONNECT SHARES") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") TOGETHER WITH UP TO 53,399,600 FREE DETACHABLE WARRANTS ("WARRANT(S)-B") ON THE BASIS OF 1 FREE WARRANT-B FOR EVERY 15 ICPS SUBSCRIBED ("PROPOSED RIGHTS ISSUE OF ICPS")**

**"THAT** subject to the passing of Ordinary Resolution 2 and Special Resolution 1, and the approvals from relevant authorities being obtained where necessary, approval be and is hereby given for CONNECT to undertake the Proposed Rights Issue of ICPS as follows:

- To provisionally issue and allot by way of renounceable rights issue of up to 800,994,000 ICPS on the basis of 3 ICPS for every 1 existing CONNECT Shares held at an issue price of RM0.025 per ICPS to the entitled shareholders of the Company whose names appear in the Record of Depositors on the Entitlement Date together with up to 53,399,600 Warrant(s)-B on the basis of 1 free Warrant-B for every 15 ICPS subscribed;
- To issue and allot the Warrants-B and such additional Warrants-B as may be required or permitted to be issued as a consequence of the adjustments based on the salient terms of which are set out in Section 2.1.3 of the Circular to Shareholders dated 17 March 2016 ("**Circular**") and upon the terms and conditions of a deed poll to be executed by CONNECT ("**Deed Poll**")
- To issue and allot such number of new CONNECT Shares arising from the conversion of the ICPS during the tenure of the ICPS and the exercise of the Warrants-B; and
- To issue and allot such other additional warrants as maybe required or permitted to be issued as a result of any adjustment under the provision of the Deed Poll dated 24 June 2011 ("**Additional Warrants-A**") and the exercise of the Additional Warrants-A;

**THAT** the Directors be and are hereby authorised to allocate the excess ICPS in a fair and equitable manner on a basis to be determined by the Directors in their absolute discretion;

**THAT** the Directors be and are hereby entitled to deal with all or any of the fractional entitlement of the ICPS arising from the Proposed Rights Issue of ICPS, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner as the Directors may in their absolute discretion deems fit and in the best interest of the Company;

**THAT** the new CONNECT Shares to be issued pursuant to the conversion of the ICPS and the exercise of Warrants-B and additional Warrants-A, shall upon allotment and issue, rank *pari passu* in all respects with the existing CONNECT Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is before the date of allotment of the new CONNECT Shares (as the case may be);

**THAT** the proceeds from the Proposed Rights Issue of ICPS will be utilised for such purposes as set out in Section 2.1.6 of the Circular and the Directors be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary or expedient, subject to (where applicable) the approval of the relevant authorities;

**THAT** the Directors be and are hereby authorised to enter into and execute the Deed Poll constituting the Warrants-B and to do all acts, deeds and things as they may deem fit and expedient in order to implement, finalise and give effect to the Deed Poll;

**AND THAT** the Directors be and are hereby authorised with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority/authorities to give effect to the Proposed Rights Issue of ICPS, and to take all such steps as they may deem necessary or expedient in the best interests of the Company to implement, finalise and give full effect to the Proposed Rights Issue of ICPS."

**ORDINARY RESOLUTION 2**

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL FROM RM50,000,000 COMPRISING 500,000,000 ORDINARY SHARES OF RM0.10 EACH TO RM200,000,000 COMPRISING 1,750,000,000 ORDINARY SHARES OF RM0.10 EACH ("CONNECT SHARES") AND 1,000,000,000 IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES ("ICPS") OF RM0.025 EACH ("PROPOSED IASC")**

**"THAT**, subject to the passing of Special Resolution 1, the authorised share capital of the Company will be increased from RM50,000,000.00 comprising 500,000,000 CONNECT Shares to RM200,000,000.00 comprising 1,750,000,000 CONNECT Shares and 1,000,000,000 ICPS of RM0.025 each, by the creation of an additional 1,250,000,000 new CONNECT Shares and 1,000,000,000 new ICPS;

**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."

**SPECIAL RESOLUTION 1**

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

**"THAT**, subject to the passing of Ordinary Resolution 2, approval be and is hereby given to the Company to amend the Memorandum and Articles of Association of the Company, in the manner as set out in Appendix III of the Circular.

**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

CHUA SIEW CHUAN (MAICSA 0777689)  
CHENG CHIA PING (MAICSA 1032514)  
Company Secretaries

Kuala Lumpur  
17 March 2016

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 4 April 2016 shall be eligible to attend the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than 1 proxy to attend and vote in his stead (subject always to a maximum of 2 proxies at each meeting). Where a member appoints more than 1 proxy, the appointments shall be invalid unless he or she specifies the proportions of his shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- 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 its seal or under the hand of an officer or attorney duly authorised.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991, it may appoint at least 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.
- 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 that power or authority, shall be deposited at the Company's Registered Office located at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than 48 hours before the time for holding the Meeting or at any adjournment thereof.