

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Sinotop Holdings Berhad ("**Sinotop**" or "**Company**") will be held at Kinabalu Auditorium, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on 15 December 2016 at 9.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, to pass the following resolutions, with or without modifications:

SPECIAL RESOLUTION 1

PROPOSED CAPITAL REDUCTION OF THE EXISTING ORDINARY SHARES OF SINOTOP PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 INVOLVING THE CANCELLATION OF RM0.14 FROM EACH EXISTING ORDINARY SHARE OF RM0.20 EACH IN THE COMPANY ("SINOTOP SHARE(S)**"), OF WHICH RM0.1249 FROM EACH SINOTOP SHARE WOULD BE SET-OFF AGAINST THE ACCUMULATED LOSSES OF THE COMPANY AND RM0.0151 FROM EACH SINOTOP SHARE WOULD BE REPAYED TO THE SHAREHOLDERS OF SINOTOP, WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF SINOTOP ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER**

"THAT subject to passing of the Special Resolution 2 and approvals of all relevant regulatory authorities and/or parties (where applicable) and the confirmation of the High Court of Malaya pursuant to Section 64 of the Companies Act, 1965 being obtained, approval be and is hereby given for the Company and the Board of Directors of the Company ("**Board**") to implement the reduction of the existing share capital of the Company involving the cancellation of RM0.14 from each existing ordinary share of RM0.20 each in the Company ("**Sinotop Share(s)**"), of which RM0.1249 from each Sinotop Share would be set-off against the accumulated losses of the Company and RM0.0151 from each Sinotop Share would be repaid to the shareholders of the Company, whose names appear in the Record of Depositors of the Company on an entitlement date to be determined and announced later ("**Proposed Capital Reduction and Repayment**");

THAT pursuant to the Proposed Capital Reduction and Repayment, approval be and is hereby given for the Company to make a distribution to all the shareholders of the Company on the basis of RM0.0151 for every one (1) existing ordinary share of RM0.20 in the Company held on an entitlement date;

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby empowered and authorised to do all such acts, take such steps and execute all such documents in order to finalise, implement and/or give full effect to the Proposed Capital Reduction and Repayment, with full power to assent to fix and vary the entitlement date and time, payment date and/or effective date for the Proposed Capital Reduction and Repayment and assent to and accept any conditions, variations, modifications and/or amendments in any manner as may be required or imposed or permitted by the relevant authorities/parties and/or the High Court of Malaya or as a consequence of any such requirement as may be deemed necessary or expedient in the best interest of the Company."

SPECIAL RESOLUTION 2

PROPOSED SHARE CONSOLIDATION OF EVERY FIVE (5) ORDINARY SHARES OF RM0.06 EACH IN SINOTOP (AFTER THE COMPLETION OF THE PROPOSED CAPITAL REDUCTION AND REPAYMENT) INTO ONE (1) ORDINARY SHARE OF RM0.30 EACH IN SINOTOP

"THAT subject to and conditional upon the passing of the Special Resolution 1, the taking effect of the Proposed Capital Reduction and Repayment (as defined in Special Resolution 1 above) and the approvals of all relevant regulatory authorities and/or parties being obtained (where applicable), approval be and is hereby given for the Company to consolidate every five (5) ordinary shares of RM0.06 each in the capital of the Company into one (1) ordinary share of RM0.30 each in the Company ("**Consolidated Shares**") ("**Proposed Share Consolidation**") **AND THAT** the authorised share capital of the Company after the completion of the Proposed Capital Reduction and Repayment and the Proposed Share Consolidation shall stand at RM300,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.30 each;

THAT the Consolidated Shares shall rank *pari passu* in all respects with each other and any fractional entitlements arising from the Proposed Share Consolidation shall be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

AND THAT the Board be and is hereby empowered and authorised to do all such acts, take such steps and execute all such documents in order to finalise, implement and/or give full effect to the Proposed Share Consolidation, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as a consequence of any such requirement as may be deemed necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE EXISTING CORE BUSINESS OF SINOTOP AND ITS SUBSIDIARIES TO INCLUDE PROJECT MANAGEMENT AND INFRASTRUCTURE CONSTRUCTION RELATED BUSINESSES

"THAT subject to the approvals of all relevant regulatory authorities and/or parties being obtained (where applicable), approval be and is hereby given for the Company to diversify the existing core business of the Company and its subsidiaries to include project management and infrastructure construction related businesses ("**Proposed Diversification**");

AND THAT the Board be and is hereby empowered and authorised to do all such acts, take such steps and execute all such documents in order to finalise, implement and/or give full effect to the Proposed Diversification, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as a consequence of any such requirement as may be deemed necessary or expedient in the best interest of the Company."

BY ORDER OF THE BOARD

KANG SHEW MENG
SEOW FEI SAN
SECRETARIES

PETALING JAYA

23 November 2016

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 8 December 2016 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
2. A member entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his / her behalf. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for the Meeting.
4. A member shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the same meeting. The provisions of Section 149(1)(c) of the Companies Act, 1965 shall apply to the Company.
5. Where a member appoints more than one proxy (subject always to a maximum of two (2) proxies at each meeting), the appointment shall be invalid unless he / she specifies the proportions of his / her holdings to be represented by each proxy.
6. In the case of a corporate member, the instrument appointing a proxy must be executed under its Common Seal or under the hand of its attorney.
7. 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 but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
8. 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.
9. Any alteration in proxy form must be initialed.