



SILK HOLDINGS BERHAD

(Company No: 405897-V)

(Incorporated in Malaysia under the Companies Act 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of SILK Holdings Berhad (“**SHB**” or the “**Company**”) will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Tuesday, 21 March 2017 at 10:00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolution with or without modification:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF THE ENTIRE EQUITY INTEREST IN SISTEM LINGKARAN-LEBUHRAYA KAJANG SDN BHD (“SILK”), A WHOLLY-OWNED SUBSIDIARY OF SHB, TO PERMODALAN NASIONAL BERHAD OR ITS NOMINEE (“PROPOSED DISPOSAL”)

“**THAT**, subject to all approvals being obtained from the relevant regulatory authorities and parties (if required) and the conditions precedent in the share purchase agreement dated 18 January 2017 (“**SPA**”) for the Proposed Disposal being fulfilled or waived (as the case may be), approval be and is hereby given to the Company to dispose 220,000,000 ordinary shares in SILK, representing the entire equity interest in SILK, to Permodalan Nasional Berhad (or its nominee, Projek Lintasan Kota Holdings Sdn Bhd or such other wholly-owned subsidiary of Permodalan Nasional Berhad) for a cash consideration of RM380,000,000, subject to the terms and conditions as set out in the SPA;

AND THAT, in order to implement, complete and give full effect to the Proposed Disposal, approval be and is hereby given to the Board of Directors of the Company with full power and authority, for and on behalf of the Company:

- (a) to enter into and execute such further or other agreements, arrangements, undertakings, instruments, documents and/or deeds with any party or parties as the Board of Directors of the Company may from time to time deem fit, expedient or advisable for or in connection with the Proposed Disposal;
- (b) to negotiate, approve, agree, assent and/or give effect to any conditions, variations, modifications, additions and/or amendments in respect of the Proposed Disposal and the SPA (including other documents in relation thereto) and/or any provisions, terms and conditions thereof as may be agreed to/required by any relevant regulatory authorities or as a consequent of any such requirements and/or as the Board of Directors of the Company deems fit, expedient or advisable; and
- (c) to do all such other acts, deeds and things as the Board of Directors of the Company may from time to time deem fit, necessary, expedient or advisable to implement, finalise and give full effect to the Proposed Disposal and in the best interest of the Company.”

By order of the Board

LIM HUI MING (BC/L/740)
CHIA POH TIN (MAICSA 7055061)

Company Secretaries

Kuala Lumpur
6 March 2017

Notes:

- (i) A member of the Company entitled to attend and vote, is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) For the purpose of determining a member who shall be entitled to attend and vote at the Extraordinary General Meeting, the Company shall be requesting the Record of Depositors as at 5:00 p.m. on 14 March 2017. Only a depositor whose name appears on the Record of Depositors as at 5:00 p.m. on 14 March 2017 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his stead.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under the corporation's seal, or under the hand of its attorney or duly authorised officer.
- (iv) If a member appoints 2 proxies, the appointment will be invalid unless he states the percentage of his shareholding to be represented by each proxy.
- (v) The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 22, Axiata Tower, No. 9 Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof, either by hand, post or fax to (03) 2273 8310. In the case where the member is a corporation and the proxy form is delivered by fax, the original form shall also be deposited at the Registered Office, either by hand or post not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.