



## BORNEO AQUA HARVEST BERHAD

(Company No. 649504-D)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of Borneo Aqua Harvest Berhad ("**BAHVEST**" or the "**Company**") will be held at Sabah Hotel Sandakan, Amadeus I & II, Level 2, KM1, Jalan Utara, 90000 Sandakan, Sabah, on Wednesday, 2 August 2017 at 11:30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:

#### ORDINARY RESOLUTION 1

**PROPOSED ISSUE OF UP TO 325,670,213 FREE WARRANTS IN BORNEO AQUA HARVEST BERHAD ("**BAHVEST**") ("**WARRANTS**") ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING ORDINARY SHARES IN BAHVEST HELD BY SHAREHOLDERS OF BAHVEST ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER**

"**THAT** subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to issue up to 325,670,213 free warrants ("**Warrants**") on the basis of 1 Warrant for every 2 ordinary shares in the Company ("**BAHVEST Shares**") held by shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined ("**Proposed Free Warrants Issue**");

**THAT** approval be and is hereby given to the Board to create and issue the Warrants and such additional Warrants as may be required or permitted to be issued as a consequence of the adjustments based on the indicative salient terms of the Warrants as set out in the circular to the shareholders of the Company dated 17 July 2017 and the terms and conditions of a deed poll to be executed by the Company ("**Deed Poll**");

**THAT** fractional entitlements to the Warrants arising from the Proposed Free Warrants Issue, if any, shall be dealt with by the Board in such manner as they may in their absolute discretion deem fit and expedient, and in the best interest of the Company;

**THAT** approval be and is hereby given to the Board to allot and issue such number of new BAHVEST Shares credited as fully paid-up arising from the exercise of the Warrants during the exercise period of the Warrants in accordance with the terms of the Deed Poll;

**THAT** such new BAHVEST Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the existing BAHVEST Shares, save and except that the new BAHVEST Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid prior to the date of allotment of the new BAHVEST Shares;

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

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as it may deem fit and/or as may be required or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Free Warrant Issue."

By Order of the Board  
**BORNEO AQUA HARVEST BERHAD**

**CHONG TZU KHEN (MACS000777)**  
Company Secretary  
Petaling Jaya

17 July 2017

#### Notes:

- Only members whose names appear on the Record of Depositors as at 26 July 2017 shall be entitled to attend, speak and vote at the Extraordinary General Meeting.*
- A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or at the hand of an officer or attorney duly authorised.*
- Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint 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 known as an omnibus account, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account its holds.*
- The instrument of proxy shall be deposited at the Share Registrar's Office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, not less than 48 hours before the time for holding the meeting.*