

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Cybertowers Berhad ("Cybertowers" or the "Company") will be held at Hotel Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur on Saturday, 2 September 2017 at 10.30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolutions, with or without any modifications:

ORDINARY RESOLUTION 1:

PROPOSED CONSOLIDATION OF 10 ORDINARY SHARES IN CYBERTOWERS AFTER THE PROPOSED SHARE CAPITAL REDUCTION INTO 1 NEW ORDINARY SHARE IN CYBERTOWERS ("CYBERTOWERS SHARE" OR "SHARE") ("PROPOSED SHARE CONSOLIDATION")

THAT subject to the passing of Ordinary Resolutions 2, 3, 4 and 5 and Special Resolution 1, and approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Company to consolidate, the existing total number of issued Shares of the Company after the Proposed Share Capital Reduction, every 10 ordinary shares into 1 new ordinary share held by the shareholders of the Company whose names appear in the Record of Depositors as at the date to be determined by the Board ("Entitled Shareholders") and thereafter issue and allot, in replacement thereof, 1 new Cybertowers Share to the Entitled Shareholders.

AND THAT the new Cybertowers Shares shall rank *pari passu* in all respect with each other and the rights of the new Cybertowers Shares shall remain unchanged from the rights of the existing Cybertowers Shares.

AND THAT fractional entitlements of the new Cybertowers Shares, if any, shall be dealt with in such manner as the Board of the Company shall in its absolute discretion deems fit and expedient and in the best interest of the Company.

AND THAT the Board of the Company be and is hereby authorised to do all such acts and things that they may consider necessary or expedient to give effect to the Proposed Share Consolidation with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or permitted and/or as a consequence of any such requirements or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company.

ORDINARY RESOLUTION 2:

PROPOSED ACQUISITION OF 1,600,000 ORDINARY SHARES REPRESENTING THE ENTIRE EQUITY INTEREST OF PARLO TOURS SDN BHD ("PARLO") FOR A TOTAL PURCHASE CONSIDERATION OF RM25,000,000 TO BE SATISFIED ENTIRELY VIA THE ISSUANCE OF 250,000,000 NEW CYBERTOWERS SHARES AT AN ISSUE PRICE OF RM0.10 PER SHARE AFTER THE PROPOSED SHARE CONSOLIDATION ("PROPOSED ACQUISITION")

THAT subject to the passing of Ordinary Resolutions 1, 3, 4 and 5 and Special Resolution 1, and the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given for the Company to acquire from Yap Fu Fah, Yap Tsok Lim and Chou Ching Fung (collectively referred to as "Vendors"), 1,600,000 Parlo Shares, representing the entire issued share capital in Parlo for a purchase consideration of RM25,000,000 to be satisfied by the issuance of 250,000,000 new Cybertowers Shares ("Consideration Shares") at an issue price of RM0.10 per Consideration Share in accordance with the terms and conditions of the conditional share sale agreement dated 18 March 2016 and letter of extension dated 16 March 2017 entered into by Cybertowers with the Vendors and Thirty Keystone Sdn Bhd (formerly known as Parlo (M) Sdn Bhd), including any modifications, variations, amendments and additions thereto from time to time ("Proposed Acquisition").

The Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Cybertowers Shares, save and except that the Consideration Shares will not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid prior to the date of the allotment and issuance of the Consideration Shares.

AND THAT the Board of the Company be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as the Board of the Company may in its absolute discretion deem fit and/or as may be imposed or permitted by any other relevant authorities in connection with the Proposed Acquisition.

ORDINARY RESOLUTION 3:

PROPOSED EXEMPTION FOR THIRTY KEYSTONE SDN BHD (FORMERLY KNOWN AS PARLO (M) SDN BHD) ("THIRTY KEYSTONE") AND THE PERSONS ACTING IN CONCERT ("PAC") WITH IT UNDER PARAGRAPH 4.08 OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR THE REMAINING CYBERTOWERS SHARES NOT ALREADY HELD BY THEM AFTER THE PROPOSED ACQUISITION ("PROPOSED EXEMPTION")

THAT subject to the passing of Ordinary Resolutions 1, 2, 4 and 5 and Special Resolution 1, and the approvals from the relevant authorities being obtained where necessary including compliance with such conditions as may be imposed by the Securities Commission Malaysia, approval be and is hereby given to exempt Thirty Keystone and the PAC under Rule 4 of the Rules from the obligation to undertake a mandatory general offer for all the remaining Cybertowers Shares not already held by them pursuant to the Proposed Acquisition.

AND THAT the Board of the Company be and is hereby authorised to give full effect to the Proposed Exemption with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interest of the Company and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Exemption.

ORDINARY RESOLUTION 4:

PROPOSED FULL AND FINAL SETTLEMENT OF THE AMOUNT OWING TO FONG SHU CHEUNG ("FSC") OF RM4,391,935 VIA THE ISSUANCE OF 20,025,570 NEW CYBERTOWERS SHARES AT AN ISSUE PRICE OF RM0.10 PER SHARE AFTER THE PROPOSED SHARE CONSOLIDATION ("PROPOSED DEBT SETTLEMENT")

THAT subject to the passing of Ordinary Resolutions 1, 2, 3 and 5 and Special Resolution 1, and the approvals from the relevant authorities being obtained where necessary, the Proposed Debt Settlement, which will be implemented through the following, be and are hereby approved:

The settlement arrangement dated 18 March 2016 between the Company and FSC ("Settlement Arrangement"), a former shareholder of the Company to settle the balance amount owing by the Company to FSC.

Pursuant to the Settlement Arrangement, the Debt shall be fully settled whereby RM2,002,557 shall be paid by Cybertowers to FSC via the issuance of 20,025,570 new Cybertowers Shares at an issue price of RM0.10 per Share ("Settlement Shares") to FSC.

Upon receiving the Settlement Shares, the balance of the Debt of RM2,389,378 (i.e., RM4,391,935 less the Settlement Shares amount of RM2,002,557) shall be deemed as fully settled and FSC shall not have any further rights to the Debt.

The Settlement Shares, upon allotment and issue, will rank *pari passu* in all respects with the then existing Cybertowers Shares except that they shall not be entitled to any dividends, rights, allotments and/or any other distributions unless the allotment and issuance of Settlement Shares are made prior to the entitlement date of such dividends, rights, allotments and/or any other distributions.

AND THAT the Board of the Company be and is hereby authorised to give full effect to the Proposed Debt Settlement with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interest of the Company and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Debt Settlement.

ORDINARY RESOLUTION 5:

PROPOSED PRIVATE PLACEMENT OF UP TO 84,007,600 NEW CYBERTOWERS SHARES ("PLACEMENT SHARES") REPRESENTING NOT MORE THAN 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF CYBERTOWERS AT AN ISSUE PRICE PER PLACEMENT SHARE TO BE DETERMINED LATER TO SELECTED INVESTORS TO BE IDENTIFIED AFTER THE PROPOSED ACQUISITION AND PROPOSED DEBT SETTLEMENT ("PROPOSED PRIVATE PLACEMENT")

THAT, subject to the passing of Ordinary Resolutions 1, 2, 3 and 4 and Special Resolution 1, and the approvals of all relevant authorities being obtained where necessary, approval be and is hereby given to the Company to issue up to 84,007,600 new Cybertowers Shares after the Proposed Acquisition and Proposed Debt Settlement to independent third party investors to be identified and at a placement price to be determined by the Board at a later date.

The Placement Shares shall, upon allotment and issue, rank *pari passu* in all respect with the then existing Cybertowers Shares save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

AND THAT the Board of the Company be and is hereby authorised to give full effect to the Proposed Private Placement with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interest of the Company and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Private Placement.

ORDINARY RESOLUTION 6:

PROPOSED CHANGE OF AUDITORS OF THE COMPANY FROM "MESSRS. SIEW BOON YEONG & ASSOCIATES" TO "MESSRS. MORISON ANUARUL AZIZAN CHEW" ("PROPOSED CHANGE OF AUDITORS")

THAT the resignation of Messrs. Siew Boon Yeong & Associates as auditors of the Company be and is hereby accepted; and in place thereof, Messrs. Morison Anuarul Azizan Chew, who have given their consent to act, be and is hereby appointed as auditors of the Company for the financial year ending 31 December 2017 and to hold office until the conclusion of the next annual general meeting of the Company.

AND THAT authority be and is hereby given for the Directors to determine their remuneration.

SPECIAL RESOLUTION 1:

PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF CYBERTOWERS PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 INVOLVING THE CANCELLATION OF RM9,000,000 OF THE ISSUED SHARE CAPITAL OF CYBERTOWERS ("PROPOSED SHARE CAPITAL REDUCTION")

THAT subject to the passing of Ordinary Resolutions 1, 2, 3, 4 and 5, the confirmation by the High Court of Malaysia pursuant to Section 116 of the Companies Act 2016 and approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Company to effect a reduction in the issued share capital of the Company via the cancellation of the issued share capital of RM9,000,000 and the credit arising therefrom shall be utilised by the Company to reduce the Company's accumulated losses.

AND THAT the Board of the Company be and is hereby authorised to do all such acts and things that they may consider necessary or expedient to give effect to the Proposed Share Capital Reduction with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or permitted by the High Court of Malaysia and/or as a consequence of any such requirements or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company.

SPECIAL RESOLUTION 2:

PROPOSED CHANGE OF NAME OF THE COMPANY FROM "CYBERTOWERS BERHAD" TO "PARLO BERHAD" ("PROPOSED CHANGE OF NAME")

THAT the name of the Company be changed from Cybertowers Berhad to Parlo Berhad, with effect from the date of the notification for change of company name issued by the Companies Commission of Malaysia pursuant to Section 28(3)(b) of the Companies Act 2016 AND THAT the Constitution (Memorandum and Articles of Association) of the Company be amended accordingly.

AND THAT the Directors and / or Secretary of the Company be and is hereby authorised to carry out all the necessary formalities in effecting the Proposed Change of Name.

By Order of the Board**JAUHARI BIN HASSAN (LS 03681)**

Company Secretary

Petaling Jaya

3 August 2017

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint 1 or more proxies (or in the case of a corporation, a duly authorised representative) to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
2. A member may appoint 2 or more proxies to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.
3. A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint 1 proxy in respect of each securities account.
4. The instrument appointing a proxy shall be in writing in the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation, it must be under its seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company, Ground Floor, 8, Lorong Universiti B, Section 16, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding the meeting or any adjournment thereof.
6. Depositors who appear in the Record of Depositors as at 24 August 2017 shall be regarded as Member of the Company entitled to attend this Meeting or appoint a proxy or proxies to attend, speak and vote on his/her behalf.