



SAUDEE
Group Berhad

SAUDEE GROUP BERHAD
(Company No. 838172-P)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Saudee Group Berhad (“**Saudee**” or “**Company**”) will be held at Mahkota 4 Hall, Sungai Petani Inn, 427 Jalan Kolam Air, 08000 Sungai Petani, Kedah on Thursday, 28 December 2017 at 10.00 a.m., or immediately after the conclusion or adjournment (as the case may be) of the Ninth (9th) Annual General Meeting of the Company to be held at the same venue and on the same day at 9.00 a.m., whichever is the later or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following ordinary resolution, with or without modification:

ORDINARY RESOLUTION

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)

“That, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into and to give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as stated in Section 2.4 of the Circular to Shareholders dated 12 December 2017 (“Circular”) provided that such transactions are undertaken in the ordinary course of business, on arm’s length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the Company’s minority shareholders.

That such approval shall continue to be in force until:-

- (i) the conclusion of the next annual general meeting of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the next annual general meeting; or
- (ii) the expiration of the period within which the next annual general meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but will not extend to such extension as may be allowed pursuant to Section 340(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier.

And that, the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders’ Mandate.”

By Order of the Board

Ooi Yoong Yoong (MAICSA 7020753)
Company Secretary

Penang
12 December 2017

Notes:

1. A proxy may but need not be a member of the Company. There is no restriction as to the qualification of the proxy.
2. A member shall be entitled to appoint two (2) or more proxies to attend and vote at the same meeting.
3. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the corporation’s seal or under the hand of an officer or attorney duly authorized.
5. Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, 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.
6. Where a Member of the Company is an exempt authorized nominee as defined under the Central Depositories Act, 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 Authorized Nominee may appoint in respect of each omnibus account it holds.
7. To be valid, the proxy form duly completed must be deposited at the Registered Office, 39 Salween Road 10050 Georgetown, Penang not less than forty-eight hours before the time for holding the meeting or adjourned meeting.

General Meeting Record of Depositors

8. Only a depositor whose name appears on the Record of Depositors of the Company as at 21 December 2017 shall be entitled to attend this Extraordinary General Meeting or appoint proxies to attend, speak and/or vote on his/her behalf.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.