



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 10.30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Company’s EGM for the Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, to be held at the same venue on the same day at 10.00 a.m. whichever is the later or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES) OF SAUDEE AT ANY POINT OF TIME DURING THE DURATION OF THE SCHEME FOR ELIGIBLE EMPLOYEES AND EXECUTIVE DIRECTORS OF SAUDEE AND ITS SUBSIDIARIES (EXCLUDING SUBSIDIARIES WHICH ARE DORMANT) (EXCLUDING TAN KHANG KHIM WHO HAS VOLUNTARILY RELINQUISHED HIS ELIGIBILITY TO THE EMPLOYEES’ SHARE OPTION SCHEME) (“PROPOSED ESOS” OR “SCHEME”)

“**THAT**, subject to the approvals of all relevant regulatory authorities being obtained (where applicable), approval be and is hereby given to the Company to establish the Scheme of up to 15% of the total number of issued shares (excluding treasury shares) of the Company (“**Saudee Shares**” or “**Shares**”) at any point of time during the duration of the Scheme for the benefit of eligible employees and executive Directors of the Company and its subsidiaries (excluding subsidiaries which are dormant) (excluding Tan Khang Khim who has voluntarily relinquished his eligibility to the employees’ share option scheme), and the Board of Directors (“**Board**”) be and is hereby authorised and empowered to:-

- (i) implement and administer the Scheme of up to 15% of the total number of issued shares (excluding treasury shares) of the Company at any point of time during the duration of the Scheme for the eligible employees and executive Directors of Saudee and its subsidiary companies (“**Saudee Group**” or “**Group**”) (excluding subsidiaries which are dormant) (excluding Tan Khang Khim who has voluntarily relinquished his eligibility to the employees’ share option scheme) in accordance with the form set out in the rules, terms and conditions governing the Scheme (“**By-Laws**”), a draft of which is set out in Appendix I of the circular to shareholders of the Company dated 12 December 2017 (“**Circular**”), and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/ or amendments as may be required by the relevant authorities;
- (ii) offer and grant options to subscribe for new Saudee Shares under the Scheme (“**ESOS Options**” or “**Options**”) and allot and issue such number of new Saudee Shares upon the exercise of the ESOS Options that may be granted under the Scheme, provided that the total number of such new Saudee Shares to be issued under the Scheme shall not in aggregate exceed 15% of the total number of issued shares (excluding treasury shares) of the Company at any point of time during the duration of the Scheme, and that the new Saudee Shares to be issued upon exercise of the ESOS Options shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued Saudee Shares of the Company, save and except that the new Saudee Shares so allotted and issued will not be entitled to any dividends, rights, allotments and/ or other distributions, which may be declared, made or paid, the entitlement date of which precedes the date of allotment and issuance of such new Saudee Shares. The new Saudee Shares will be subject to the provisions of the Articles of Association of the Company (Company’s Constitution) relating to transfer, transmission and otherwise of Saudee Shares;
- (iii) add, amend, modify and/ or delete all or any part of the terms and conditions as set out in the By-Laws governing the Scheme from time to time provided that such addition, amendment, modification and/ or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS;
- (iv) extend the duration of the Scheme for a period of up to five (5) years, provided always that such extension of the Scheme made in accordance with the provisions of the By-Laws shall not in aggregate exceed a duration of ten (10) years from the date the Scheme takes effect;
- (v) do all things necessary and make the necessary applications to Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for new Saudee Shares that may, hereafter from time to time, be allotted and issued arising from the exercise of the ESOS Options;

AND THAT the draft By-Laws, as set out in Appendix I of the Circular and which is in compliance with Main Market Listing Requirements of Bursa Securities (“**Listing Requirements**”), be and is hereby approved and adopted.”

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF OPTIONS TO KHOO LAY TATT

“**THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities, the Board be and is hereby authorised at any time and from time to time to offer and to grant to Khoo Lay Tatt, the Executive Chairman of Saudee, ESOS Options to subscribe up to a maximum of 13,200,000 new Shares under the Proposed ESOS and to allot and issue from time to time new Shares upon exercise of such Options, provided always that:-

- (i) he must not participate in the deliberation or discussion of his own allocation of the number of Options to be offered to him, as well as that of the persons connected with him, under the Proposed ESOS;
- (ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total Shares made available under the Scheme shall be allocated to any Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with the Eligible Person, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares); and

subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to allot and issue such number of new Shares arising from the exercise of the ESOS Options that may be granted to him from time to time pursuant to the Proposed ESOS.”

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF OPTIONS TO LOW AI CHOO

“**THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities, the Board be and is hereby authorised at any time and from time to time to offer and to grant to Low Ai Choo, the Executive Director of Saudee who is also the spouse of Tan Khang Khim, ESOS Options to subscribe up to a maximum of 660,000 new Shares under the Proposed ESOS and to allot and issue from time to time new Shares upon exercise of such Options, provided always that:-

- (i) she must not participate in the deliberation or discussion of her own allocation of the number of Options to be offered to her, as well as that of the persons connected with her, under the Proposed ESOS;
- (ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total Shares made available under the Scheme shall be allocated to her, if she either singly or collectively through persons connected (as defined in the Listing Requirements) with the Eligible Person, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares); and

subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to allot and issue such number of new Shares arising from the exercise of the ESOS Options that may be granted to her from time to time pursuant to the Proposed ESOS.”

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS TO TAN LEONG CHIN

“**THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities, the Board be and is hereby authorised at any time and from time to time to offer and to grant to Tan Leong Chin, an employee of Saudee who is the son of Tan Khang Khim and Low Ai Choo, ESOS Options to subscribe up to a maximum of 330,000 new Shares under the Proposed ESOS and to allot and issue from time to time new Shares upon exercise of such Options, provided always that:-

- (i) he must not participate in the deliberation or discussion of his own allocation of the number of Options to be offered to him, as well as that of the persons connected with him, under the Proposed ESOS;
- (ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total Shares made available under the Scheme shall be allocated to any Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with the Eligible Person, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares); and

subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to allot and issue such number of new Shares arising from the exercise of the ESOS Options that may be granted to him from time to time pursuant to the Proposed ESOS.”

By Order of the Board

Ooi Young Young (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 authorised 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 authorised.
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 authorised 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 Authorised 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.