

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Advancecon Holdings Berhad ("Advancecon" or the "Company") will be held at Greens III (Sports Wing), Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, on Thursday, 18 January 2018 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

**ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF ADVANCECON (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME ("PROPOSED ESOS")**

"**THAT**, subject to the provisions under the Companies Act 2016 ("the Act") and conditional upon the approvals of the relevant authorities being obtained for the Proposed ESOS, the approval be and is hereby given to the Company to:-

- a) establish and administer the Proposed ESOS which involves the granting of options to all eligible Directors and employees of the Advancecon Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation of the Proposed ESOS ("Eligible Persons") to subscribe for new Advancecon Shares in accordance with the draft by-laws of the Proposed ESOS ("By-Laws") as set out in Appendix I of the Circular to Shareholders dated 22 December 2017 ("Circular");
- b) allot and issue such number of new Advancecon Shares to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed ESOS while this approval is in force provided the aggregate number of Advancecon Shares to be allotted and issued shall not exceed fifteen percent (15%) of the total number of issued shares of Advancecon (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESOS;
- c) make necessary applications, and to do all things necessary appropriate from time to time, to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation for the Advancecon Shares which may from time to time be allotted and issued pursuant to the Proposed ESOS. Such new Advancecon Shares will, upon allotment and issuance, rank *pari passu*, in all respects with the then existing Advancecon Shares, save and except the new Advancecon Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment of the new Advancecon Shares;
- d) modify and/ or amend the Proposed ESOS from time to time provided that such modification and/ or amendments are effected in accordance with the By-Laws relating to modifications, and/ or amendments and to do all such acts and enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give rise full effect to the Proposed ESOS; and
- e) extend the duration of the Proposed ESOS for up to another five (5) years immediately from the expiry of the first five (5) years, and shall not in aggregate exceed ten (10) years from the effective date of implementation of the Proposed ESOS, if the Board deems fit,

**AND THAT** the Directors of the Company be and are authorised to give effect to the Proposed ESOS with full power to modify and/ or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to modifications and/ or amendments and to assent to any conditions, variation, modification and/ or amendment as may be necessary or expedient and/ or imposed by and/ or agreed with the relevant authorities."

**ORDINARY RESOLUTION 2**

**PROPOSED GRANTING OF ESOS OPTIONS TO DATO' PHUM ANG KIA, THE EXECUTIVE DIRECTOR OF THE COMPANY**

"**THAT**, subject to the passing of Ordinary Resolution 1 as above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Dato' Phum Ang Kia, the Executive Director of the Company, ESOS Options to subscribe for such number of new Advancecon Shares and if such options are accepted and exercised, to allot and issue such number of shares of new Advancecon Shares as may be required to be issued to him under the provisions of the By-Laws of the Proposed ESOS provided that his allocation is not more than ten percent (10%) of the total Advancecon Shares of the Company made available under the Proposed ESOS, if he either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the total number of issued shares of the Company (excluding treasury shares);

**AND THAT** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 3**

**PROPOSED GRANTING OF ESOS OPTIONS TO LIM SWEE CHAI, THE EXECUTIVE DIRECTOR OF THE COMPANY**

"**THAT**, subject to the passing of Ordinary Resolution 1 as above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Lim Swee Chai, the Executive Director of the Company, ESOS Options to subscribe for such number of new Advancecon Shares and if such options are accepted and exercised, to allot and issue such number of shares of new Advancecon Shares as may be required to be issued to him under the provisions of the By-Laws of the Proposed ESOS provided that his allocation is not more than ten percent (10%) of the total Advancecon Shares of the Company made available under the Proposed ESOS, if he either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the total number of issued shares of the Company (excluding treasury shares);

**AND THAT** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 4**

**PROPOSED GRANTING OF ESOS OPTIONS TO IR. YEO AN THAI, THE EXECUTIVE DIRECTOR OF THE COMPANY**

"**THAT**, subject to the passing of Ordinary Resolution 1 as above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Ir. Yeo An Thai, the Executive Director of the Company, ESOS Options to subscribe for such number of new Advancecon Shares and if such options are accepted and exercised, to allot and issue such number of shares of new Advancecon Shares as may be required to be issued to him under the provisions of the By-Laws of the Proposed ESOS provided that his allocation is not more than ten percent (10%) of the total Advancecon Shares of the Company made available under the Proposed ESOS, if he either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the total number of issued shares of the Company (excluding treasury shares);

**AND THAT** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 5**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO TUNG KAI HUNG, THE EXECUTIVE DIRECTOR OF THE COMPANY**

"**THAT**, subject to the passing of Ordinary Resolution 1 as above and the approvals of all relevant authorities or parties (where required) being obtained, the Board is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Tung Kai Hung, the Executive Director of the Company, ESOS Options to subscribe for such number of new Advancecon Shares and if such options are accepted and exercised, to allot and issue such number of shares of new Advancecon Shares as may be required to be issued to him under the provisions of the By-Laws of the Proposed ESOS provided that his allocation is not more than ten percent (10%) of the total Advancecon Shares of the Company

made available under the Proposed ESOS, if he either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the total number of issued shares of the Company (excluding treasury shares);

**AND THAT** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 6**

**PROPOSED GRANTING OF ESOS OPTIONS TO PHUM BOON JYE, A PERSON CONNECTED TO DATO' PHUM ANG KIA**

"**THAT**, subject to the passing of Ordinary Resolution 1 as above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Phum Boon Jye, the Finance & Accounting Executive of the Company, ESOS Options to subscribe for such number of new Advancecon Shares and if such options are accepted and exercised, to allot and issue such number of shares of new Advancecon Shares as may be required to be issued to her under the provisions of the By-Laws of the Proposed ESOS provided that her allocation is not more than ten percent (10%) of the total Advancecon Shares of the Company made available under the Proposed ESOS, if she either singly or collectively through persons connected with her, holds twenty percent (20%) or more of the total number of issued shares of the Company (excluding treasury shares);

**AND THAT** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 7**

**PROPOSED GRANTING OF ESOS OPTIONS TO PHUM BOON LIM, A PERSON CONNECTED TO DATO' PHUM ANG KIA**

"**THAT**, subject to the passing of Ordinary Resolution 1 as above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer grant to Phum Boon Lim, the Contract Manager of the Company, ESOS Options to subscribe for such number of new Advancecon Shares and if such options are accepted and exercised, to allot and issue such number of shares of new Advancecon Shares as may be required to be issued to him under the provisions of the By-Laws of the Proposed ESOS provided that his allocation is not more than ten percent (10%) of the total Advancecon Shares of the Company made available under the Proposed ESOS, if he either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the total number of issued shares of the Company (excluding treasury shares);

**AND THAT** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 8**

**PROPOSED GRANTING OF ESOS OPTIONS TO PHUM BOON LENG, A PERSON CONNECTED TO PHAM SOON KOK**

"**THAT**, subject to the passing of Ordinary Resolution 1 as above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Phum Boon Leng, the Purchasing Executive of the Company, ESOS Options to subscribe for such number of new Advancecon Shares and if such options are accepted and exercised, to allot and issue such number of shares of new Advancecon Shares as may be required to be issued to her under the provisions of the By-Laws of the Proposed ESOS provided that her allocation is not more than ten percent (10%) of the total Advancecon Shares of the Company made available under the Proposed ESOS, if she either singly or collectively through persons connected with her, holds twenty percent (20%) or more of the total number of issued shares of the Company (excluding treasury shares);

**AND THAT** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 9**

**PROPOSED GRANTING OF ESOS OPTIONS TO PHAM BOON FENG, A PERSON CONNECTED TO PHAM SOON KOK**

"**THAT**, subject to the passing of Ordinary Resolution 1 as above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Pham Boon Feng, the Assistant Site Supervisor - Production & Operation of the Company, ESOS Options to subscribe for such number of new Advancecon Shares and if such options are accepted and exercised, to allot and issue such number of shares of new Advancecon Shares as may be required to be issued to him under the provisions of the By-Laws of the Proposed ESOS provided that his allocation is not more than ten percent (10%) of the total Advancecon Shares of the Company made available under the Proposed ESOS, if he either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the total number of issued shares of the Company (excluding treasury shares);

**AND THAT** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**By Order of the Board**

**TAN TONG LANG (MAICSA 7045482)**  
**CHONG YOON WAH (MAICSA 7055003)**  
Company Secretaries

Kuala Lumpur  
22 December 2017

**Notes:-**

1. *In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at 11 January 2018 shall be eligible to attend, participate, speak and vote at this meeting or appoint proxy(ies) to attend, participate, speak and vote on his/ her behalf.*
2. *A member shall not be entitled to appoint more than two (2) proxies. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.*
3. *A proxy may but need not be a shareholder of the Company and a shareholder may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the shareholder to speak at the Meeting.*
4. *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 ("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.*
5. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his/ her attorney duly authorised in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.*
6. *The original instrument appointing a proxy must be deposited at the Company's Share Registrar Office, Symphony Share Registrars Sdn Bhd, situated at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time set for holding this meeting.*

**Personal data privacy:-**

*By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, participate, speak and vote at this meeting, 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 this meeting and the preparation and compilation of the attendance lists, minutes and other documents relating to this meeting, 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.*